

**STATEMENT OF CHANGE OF REGISTERED OFFICE  
OR REGISTERED AGENT, OR BOTH,  
OF**

Charles Falcone & Son, Inc.

To the Secretary of State  
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-12 of the General Laws, 1956, as  
(Insert "7-1.1-12" if a domestic corporation, or "7-1.1-107" if a foreign corporation.)  
amended, the undersigned corporation, organized under the laws of the State of  
Rhode Island, submits the following statement for the purpose of changing its  
registered office or its registered agent, or both, in the State of Rhode Island:

FIRST: The name of the corporation is  
Charles Falcone & Son, Inc.

SECOND: The address of its present registered office is  
31 Broad Street, Westerly, RI 02891

THIRD: The address to which its registered office is to be changed is  
23 Top Street, Westerly, RI 02891

FOURTH: The name of its present registered agent is  
Santo J. Turano, Jr.

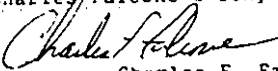
FIFTH: The name of its successor registered agent is  
Rose Marie Falcone

SIXTH: The address of its registered office and the address of the business office of  
its registered agent, as changed, will be identical.

SEVENTH: Such change was authorized by resolution duly adopted by its board of  
directors.

Dated August 26, 1993

Charles Falcone & Son, Inc.

By   
Charles F. Falcone  
Its President

STATE OF Rhode Island

COUNTY OF Washington

} SC.

At 5:00 P.M.

of August

Charles F. Falcone

is the President

that he signed the foregoing document as

corporation, and that the statements therein contained are true.

in said county on this 27th day

, 1993, personally appeared before me

, who, being by me first duly sworn, declared that he

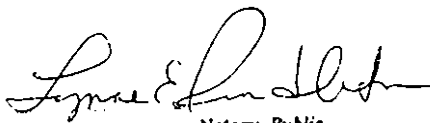
of Charles Falcone & Son, Inc.

President

of the

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FORM 6

  
Notary Public  
State of Rhode Island  
Washington County  
Comm. Expires 7/31/95