

Filing Fee: \$20.00

Corp. I.D. # 25599

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

PWJC INSURANCE SALES INCORPORATED

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section _____ 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 Delaware

_____, 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 PWJC INSURANCE SALES INCORPORATED

SECOND: The address of its present registered office is 123 Dyer Street, Providence,
RI 02903

THIRD: The address to which its registered office is to be changed is _____
Suite 900, 170 Westminster Street, Providence, RI 02903

FOURTH: The name of its present registered agent is C.T. Corporation System

FIFTH: The name of its successor registered agent is Corporation Service Company

By: [Signature] (Signature)

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 5/21, 19 97

PAID

MAY 28 1997
K10 184020
SECY OF STATE

PWJC INSURANCE SALES INCORPORATED

By: [Signature]
Its P.N.I. Vice President

STATE OF New York }
COUNTY OF New York } Sc.

At 12:00pm in said county on this 21st day
of May, 1997, personally appeared before me

Geraldine Banyai, who, being by me first duly sworn, declared that he
is the Vice President of PWJC Insurance Sales Incorporated
that he signed the foregoing document as Vice President of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)
FORM 95...

EVELYN CHIEFFO
Notary Public, State of New York
No. 43-5063192
Qualified in Richmond County
Certified in New York County
Commission Expires July 15, 1998
Evelyn Chieffo
Notary Public