

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

Conway's Bus Service, 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 Conway's Bus Service, Inc.

SECOND: The address of its present registered office is
895 Mendon Road, Cumberland, Rhode Island 02864

THIRD: The address to which its registered office is to be changed is
Brown Rudnick Freed & Gesmer, One Providence Washington Plaza, Providence,
Rhode Island 02903

FOURTH: The name of its present registered agent is Frank O. Lind, Jr.

FIFTH: The name of its successor registered agent is William M. Dolan, III

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 February 25 , 19 97

Conway's Bus Service, Inc.

By

Peter D. Conway
Its Vice President

STATE OF RHODE ISLAND }
COUNTY OF Providence } Sc.

At Providence in said county on this 25th day
of February , 19 97, personally appeared before me Peter D.
Conway , who, being by me first duly sworn, declared that he
is the Vice President of Conway's Bus Service, Inc.
that he signed the foregoing document as Vice President of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

Gerald Parascandolo
Notary Public

My commission expires: 7/24/97

FILED

FEB 26 1997

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