

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

Providence and Worcester Railroad Company

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 Providence and Worcester Railroad Company

SECOND: The address of its present registered office is 94 Dexter Road, East Providence, Rhode Island

THIRD: The address to which its registered office is to be changed is 1500 Fleet Center, Providence, Rhode Island 02903

FOURTH: The name of its present registered agent is Joseph R. DiStefano

FIFTH: The name of its successor registered agent is Edwin G. Torrance

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 *Sept. 24*, 19 *92*

Providence and Worcester Railroad Company

By *Orville R. Harrold*

Its President

STATE OF *Massachusetts* } SC.
COUNTY OF *Worcester*

At *Worcester, Ma* in said county on this *24* day
of *September*, 19*92*, personally appeared before me
Orville R. Harrold, who, being by me first duly sworn, declared that he
is the President of Providence and Worcester Railroad Company
that he signed the foregoing document as President of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

FORM 8

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Joyce S. Brown
Notary Public
My Commission Expires 4/1/99