

No Fee

Corp. I.D. # 4680

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

The Congdon and Carpenter 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 The Congdon and Carpenter Company

SECOND: The address of its present registered office is 26 Sea Breeze Lane
Bristol, Rhode Island 02809

THIRD: The address to which its registered office is to be changed is 8 Driftwood
Drive, Barrington, R. I. 02806

FOURTH: The name of its present registered agent is Richard W. Young

FIFTH: The name of its successor registered agent is Van B. Herrick

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 March 1, 1987 copy enclosed

By Richard W. Young
Its President

STATE OF Rhode Island }
COUNTY OF Providence } Sc.

APR 2 1987

At Pawtucket in said county on this 1st day
of March, 1987, personally appeared before me Richard W. Young,
who, being by me first duly sworn, declared that he
is the President of The Congdon and Carpenter Company
that he signed the foregoing document as President of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

Spencer N. Maynard
Notary Public

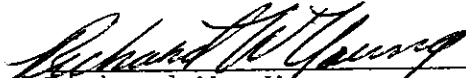
The Congdon & Carpenter Company
UNANIMOUS CONSENT OF BOARD OF DIRECTORS

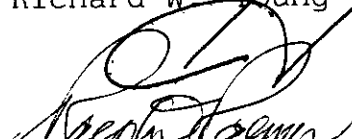
The undersigned, constituting all of the members of the Board of Directors of The Congdon & Carpenter Company, a Rhode Island corporation (the "Corporation") hereby unanimously consent to the following resolutions:

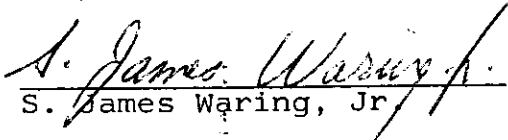
RESOLVED: That the Corporation change its registered agent to Van B. Herrick; and it is further

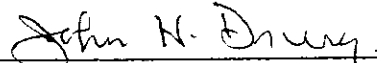
RESOLVED: That the President or Executive Vice President be, and each of them hereby is, authorized to execute and deliver all documents as necessary to effect the foregoing resolution; including such documents as shall be required by the Rhode Island Secretary of State.

IN WITNESS WHEREOF, the undersigned have executed this consent as of March 1, 1987.


Richard W. Young


Ralph D. Palmer


S. James Waring, Jr.


John H. Drury