

Filing fee: \$10.00

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

SPERRY CORPORATION

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-107 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 Sperry Corporation

SECOND: The address of its present registered office is
111 Westminster Street, Providence, Rhode Island 02903

THIRD: The address to which its registered office is to be changed is
111 Westminster Street, Providence, Rhode Island 02903

FOURTH: The name of its present registered agent is
Joseph E. Adclson

FIFTH: The name of its successor registered agent is
C T CORPORATION SYSTEM

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.~~ *Jan*

Dated December 12, 1984

Sperry Corporation

By *John A. Huston*
Senior
Its Vice President and
General Counsel *Red*

STATE OF NEW YORK }
COUNTY OF NEW YORK } Sc.

At 1290 Ave. of the Americas in said county on this 12th day
of December, 1984, personally appeared before me
John A. Huston, who, being by me first duly sworn, declared that he
is the Sr. Vice President & General Counsel of Sperry Corporation
that he signed the foregoing document as Sr. Vice President & General Counsel of the
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

CP10 10.00
CHEK 10.00
0545A
MAR 1 1985

Jane Gordon
Notary Public

JANE GORDON
Notary Public, State of New York
No. 41-55992E7
Qualified in Queens County
Cert. Issd in New York County
Commission Expires March 30, 1985