



State of Rhode Island and Providence Plantations
Office of the Secretary of State

Fee: \$20.00

Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615
Telephone: (401) 222-3040

**Foreign Corporation
Statement of Change of Registered Agent by the Corporation**

(Section 7-1.2-1409 of the General Laws of Rhode Island, 1956, as amended)

SECTION I

The name of the corporation is HENLEY ENTERPRISES INC.

SECTION II

The address of the registered office as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is:

VALVOLINE 1600 POST ROAD WARWICK , RI 02888

The name of the registered agent as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is:

RICHARD O'CONNOR

SECTION III

The address of the NEW registered office is:

No. and Street: VALVOLINE INSTANT OIL CHANGE
159 PUTNAM PIKE

City or Town: JOHNSTON

State: RI

Zip: 02919

The name of the NEW registered agent is:

DAVID VIEIRA

SECTION IV

The appointment of a new registered agent and the new registered office, as the case may be, shall become effective upon the filing of this statement, or on 11/7/2007

(a date not prior to, nor more than 30 days after, filing this statement)

Signed this 7 Day of November, 2007 at 10:50:46 AM. *This electronic signature of the individual or individuals signing this instrument constitutes the affirmation or acknowledgement of the signatory, under penalties of perjury, that this instrument is that individual's act and deed or the act and deed of the corporation, and that the facts stated herein are true, as of the date of the electronic filing, in compliance with R.I. Gen. Laws § 7-1.2.*

DONALD R. SMITH

Signature of Authorized Officer of the Corporation

Form No. 640
Revised 09/07

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