

BLISH & CAVANAGH^{LLP}
C O U N S E I L O R S A T L A W

January 28, 2008

Joseph V. Cavanagh, Jr.
William R. Landry
Edmund L. Alves, Jr.
Stephen J. Reid, Jr.
Karen A. Pelczarski
Scott T. Spear
Kristin E. Rodgers

State of Rhode Island
Secretary of State
Corporations Division
148 W. River Street
Providence, RI 02904-2615

Staci L. Kolb
Mary Cavanagh Dunn
Joseph V. Cavanagh, III

Re: *Douglass Industries Incorporated*
Identification No. 85907

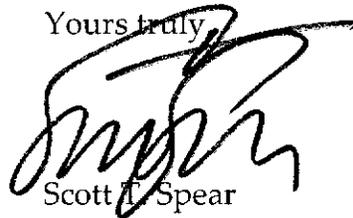
RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV
2008 JAN 29 PM 1:16

Dear Madam/Sir:

Please accept this letter as my official resignation as Agent for Service of the above-referenced entity. If possible, please return a certified copy of this letter to me in the enclosed self-addressed, stamped envelope.

Thank you for your attention to this matter.

Yours truly,



Scott T. Spear

Enclosure

cc: Mr. Gerald V. Felise

FILED
JAN 29 2008
By _____ 1:16



State of Rhode Island and Providence Plantations

Office of the Secretary of State / Corporations Division

A. Ralph Mollis

Secretary of State

February 4, 2008

Douglass Industries Incorporated
810 Fish Road
Tiverton, RI 02878

**Corporations
Division**

Business Section

Phone: 401-222-3040
Fax: 401-222-1309
corporations@sec.state.ri.us

**Business Information
Center**

Phone: 401-222-2185
Fax: 401-222-1309
businessinfo@sec.state.ri.us

**Notary & Trademark
Sections**

Phone: 401-222-1487
Fax: 401-222-3879
notaries@sec.state.ri.us
trademarks@sec.state.ri.us

UCC Section

Phone: 401-222-3040
Fax: 401-222-3879
ucc@sec.state.ri.us

148 W. River Street
Providence, RI
02904-2615

RE: Corporate ID# 85907
Douglass Industries Incorporated

Dear Sir or Madam:

This is to notify you that this office received on January 29, 2008 the resignation of Scott T. Spear, Esq. as Registered Agent of the above-named corporation, a copy of which is enclosed. Sections 7-1.2-502, 7-1.2-1409, 7-6-13 and 7-6-78 of the General Laws of the State of Rhode Island state that "the appointment of the agent shall terminate upon the expiration of thirty (30) days after receipt of the notice by the secretary of state."

Pursuant to the provisions set forth in Sections 7-1.2-501, 7-1.2-1408, 7-6-12 and 7-6-77 of the General Laws of the State of Rhode Island, "each corporation shall have and continuously maintain in this state" a registered agent. In order to ensure that your authority to conduct business will remain intact, please complete and file with this office the enclosed Change of Registered Agent form as soon as possible.

Thank you for your cooperation.

Sincerely,

Catherine Caprio Albanese
Manager, Data and Information Services
Corporations Division

enc.