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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

BUSINESS CORPORATION

STATEMENT OF CHANGE OF REGISTERED AGENT
BY THE CORPORATION

Pursuant to the provisions of Sections 7-1.2-502 or 7-1.2-1409 of the General Laws of Rhode Island, 1956, as amended, the undersigned corporation submits the following statement for the purpose of changing its registered agent and its registered office in the state of Rhode Island:

- 1. The name of the corporation is AMAZON PAYMENTS, INC.
2. The address of the registered office as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is: 10 Weybosset Street, Providence, RI 02903
3. The address of the NEW registered office is: 222 Jefferson Boulevard, Suite 200, Warwick, RI 02888
4. The name of the registered agent as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is: CT Corporation System
5. The name of the NEW registered agent is: Corporation Service Company
6. 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 (a date not prior to, nor more than 30 days after, filing this statement)

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Under penalty of perjury, I declare and affirm that I have examined this Statement of Change of Registered Agent by the Corporation, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 01/17/08

Maureen Cullen
Signature of Authorized Officer of the Corporation

Maureen Cullen, Attorney in fact
Type or Print Name of Authorized Officer

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By Kmc

STATE OF WASHINGTON )  
COUNTY OF KING )

POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT Hilton S. Hewitt, being the Assistant Secretary of Amazon Payments, Inc. ("the Company"), a corporation established under the laws of Delaware, does hereby appoint Maureen Cullen and Elizabeth A. Dawson attorneys-in-fact for the Company, to act for the Company and in the name of the Company for the limited purposes authorized herein.

The Company, having taken all necessary steps to authorize the changes and the establishment of this Power of Attorney, hereby grants its attorneys-in-fact the power to execute the documents necessary to change the Company's registered agent and registered office, or the agent and office of similar import, in any jurisdiction.

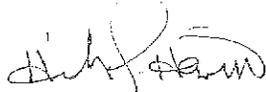
In the execution of any documents necessary for the purposes set forth herein, Maureen Cullen shall exercise the power of Vice President and Elizabeth A. Dawson shall exercise the power of Secretary, or, in the case of entities having managers or other positions of authority rather than officers such as Vice President or Secretary, the named individuals shall act in such office and with such authority as is required to effect the changes herein contemplated.

This Power of Attorney expires upon the earlier to occur of (a) completion and filing of the documents necessary to effect the changes in registered agent and registered office addresses contemplated herein, or (b) six (6) months after the Effective Date set forth below. The Company may revoke this Power of Attorney at any time by notice to Maureen Cullen and Elizabeth A. Dawson.

IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this 17<sup>th</sup> day of January, 2008 (the "Effective Date").

AMAZON PAYMENTS, INC.

BY:



Hilton S. Hewitt, Assistant Secretary

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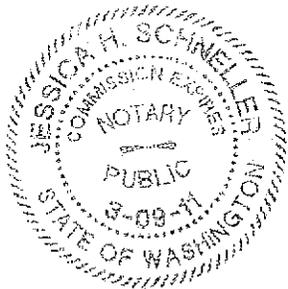
STATE OF WASHINGTON )  
 ) SS.  
COUNTY OF KING )

On this 17<sup>th</sup> day of January, 2008, before me, the undersigned, a Notary Public in and for the State of Washington, duly commissioned and sworn, personally appeared Hilton S Hewitt, to me known to be the person who signed as the Assistant Secretary of Amazon Payments, Inc., the corporation that executed the within and foregoing instrument, and acknowledged said instrument to be the free and voluntary act and deed of said corporation, for the uses and purposes therein mentioned, and on oath stated that he/she was duly elected, qualified and acting as said officer of the corporation, and that he/she was authorized to execute said instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year first above written.

*Jessica H. Schneller*

Jessica H. Schneller  
Notary Public in and for the State of Washington,  
residing at Seattle, Washington, USA.  
My Commission Expires: March 9, 2011



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