



PARACORP

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

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV
2008 SEP -3 AM 9:22

164366

**NOTICE OF RESIGNATION OF REGISTERED AGENT
FOR**

MODTECH HOLDINGS, INC.

The undersigned authorized representative of Paracorp Incorporated, a foreign corporation qualified to do business in the State of Rhode Island, do hereby resign my appointment as registered agent and declare that the registered office is also discontinued at this time.

The undersigned has given notice of this resignation to the above-referenced entity.

This resignation shall be effective 30 days from the date this statement is delivered to the Rhode Island Secretary of State Office for filing.

August 28, 2008

SIGNATURE OF AUTHORIZED REPRESENTATIVE

Ninh Ho, ASSISTANT SECRETARY
(Print Name & Title)



State of Rhode Island and Providence Plantations

Office of the Secretary of State / Corporations Division

A. Ralph Mollis

Secretary of State

September 9, 2008

Modtech Holdings, Inc.
2830 Barrett Avenue
Perris, CA 92571

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# 164366
Modtech Holdings, Inc.

Dear Sir or Madam:

This is to notify you that this office received on September 3, 2008 the resignation of Paracorp Incorporated 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 file a Change of Registered Agent form with this office.

To file online using Visa, MasterCard or American Express, visit www.sec.state.ri.us/corps and simply click on the "File Corporations Online" link. If you do not have a CID and PIN or have forgotten your CID and/or PIN, please contact us at corp_pin@sec.state.ri.us.

If you prefer to use cash or check, visit www.sec.state.ri.us. Simply click on the "Corporation Forms" link to download a form. You can mail the form to us with your payment or visit our office to file in person. Of course, we will provide a hardcopy of the Change of Agent form upon request.

Thank you for your cooperation.

Sincerely,

Catherine Caprio Albanese
Manager, Data and Information Services
Corporations Division

enc.