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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 Modis, 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:
   222 Jefferson Boulevard, Suite 200 Warwick RI 02888
3. The address of the NEW registered office is:
   155 South Main Street, Suite 301, Providence RI 02903
4. The name of the registered agent as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is:
   Corporation Service Company
5. The name of the NEW registered agent is:
   C T Corporation System
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)

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: 12-9-2008

Melvin Maldonado
Signature of Authorized Officer of the Corporation

Melvin Maldonado Attorney infact
Type or Print Name of Authorized Officer

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Form No. 640
Revised: 12/05

RI013 - 12/15/05 C T System Online

28921-3-278620

POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT Gregory D. Hollandf MPS Group ("the Corporation"), a Corporation formed under the laws of Florida and of the subsidiary entities shown on the list appended hereto does hereby appoint Melvin Maldonado and Madonna Cuddihy as attorney-in-fact for the Corporation and for the subsidiary entities to act for the Corporation and for the subsidiary entities and in the name of the Corporation and of the subsidiary entities for the limited purposes authorized herein.

The Corporation and the subsidiary entities, having taken all necessary steps to authorize the changes, hereby grants its attorney-in-fact the power to execute the documents necessary to change the Corporation's and the subsidiary registered agent and registered office, or the agent and office of similar import, in any state.

In the execution of any documents necessary for the purposes set forth herein, Madonna Cuddihy shall exercise the power of Vice President (or Member/Manager for an LLC) and Melvin Maldonado or Madonna Cuddihy shall exercise the power of Secretary (or Member/Manager for an LLC).

This Power of Attorney expires when revoked by Senior Vice President, Chief Legal Officer & Secretary of the Corporation.

IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this 24th day of November, 2008.

2008 DEC 17 AM 11:08

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CORPORATIONS DIV

MPS GROUP

By Authorized Person: ______________________

Name: Gregory D. Holland

Title: Senior Vice President, Chief Legal Officer and Secretary

STATE OF FLORIDA)

) ss

COUNTY OF DUVAL)

Subscribed and sworn to before me this 24th day of November, 2008

Notary Public State of Florida
Christina A Lutgen
My Commission DD799596
Expires 06/22/2012

____
Notary Public