Filing Fee: $20.00 **ID Number:** 487755

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

2009 APR 14 AM 11:50
RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV

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 Iverify.US 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, Rhode Island 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:
   Capitol Corporate Services, Inc.
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: 3/26/09

Signature of Authorized Officer of the Corporation

E.J. Freeman
Type or Print Name of Authorized Officer

11:50
FILED
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By 86732

Form No. 640
Revised: 12/05

RI013 - 11/28/2008 C T System Online
32497-9-343490

487755

POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT Michael May, President of *IVerify. US, Inc.* incorporated under the laws of Delaware, does hereby appoint Marie Edwards and E.J. Freeman as attorneys-in-fact for the Corporation to act for the Corporation and in the name of the Corporation for the limited purposes authorized herein.

The Corporation, having taken all necessary steps to authorize the changes, hereby grants its attorneys-in-fact the power to execute the documents necessary to change the Corporation's 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, Marie Edwards shall exercise the power of President and E.J. Freeman shall exercise the power of Secretary.

This Power of Attorney expires on April 30, 2009 or when revoked by Michael May, whichever shall occur first.

IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this 19 day of March, 2009.

KATE FISHER
NOTARY PUBLIC
ROWAN COUNTY, NC

Michael May
President and CEO
IVerify.US, Inc.

Subscribed and sworn to before me this 19 day of March, 2009.

Kate Fisher

My commission expires 2/18/14