

Filing Fee: \$20.00

ID Number: 000131960



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**

RECEIVED
STATE SECRETARY'S DIV
CORPORATIONS DIV
2009 APR 15 AM 11:33

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 Youth Services International Holdings, 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, Ste. 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:
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: 3-23-09

Madonna Cuddihy
Signature of Authorized Officer of the Corporation
Madonna Cuddihy, Asst Secretary
Type or Print Name of Authorized Officer

11.33
FILED

APR 15 2009

By 9286842

POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT David A. Scharoun of YOUTH SERVICES INTERNATIONAL, INC. a corporation formed under the laws of Maryland does hereby appoint Madonna Cuddihy, assistant secretary, as attorney-in-fact for the Corporation to act for the Corporation and for the and in the name of the Corporation and of the subsidiary entities for the limited purposes authorized herein.

The Corporation, 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 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 **Attorney-In-Fact**

This Power of Attorney expires when revoked by the **Secretary**.

IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this 17th day of March 2009



David A. Scharoun
Secretary, Sr. Vice President and Chief Financial Officer
YOUTH SERVICES INTERNATIONAL, INC.

2009 APR 15 AM 11:33

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV