State of Rhode Island and Providence Plantations
Office of the Secretary of State

No Fee

Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615
Telephone: (401) 222-3040

Foreign Limited Liability Company
Statement of Change of Address of the Resident Agent
(Section 7-16-11(c)(1) of the General Laws of Rhode Island, 1956, as amended)

SECTION I

The name of the limited liability company is

Pathway Capital Management, LLC

SECTION II

The address of the resident agent as PRESENTLY shown in the records on file with the Rhode Island Secretary of State is:

1300 DIVISION ROAD, SUITE 306 WEST WARWICK , RI 02893

SECTION III

The NEW address of the resident agent is:

No. and Street: 1300 DIVISION ROAD, SUITE 305
City or Town: WEST WARWICK   State: RI   Zip: 02893

SECTION IV

The change of address of the resident agent 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)

Signed this 10 Day of September, 2009 at 1:53:03 PM. *This electronic signature of the individual or individuals signing this instrument constitutes the affirmation or acknowledgement of the signatory, under penalties of perjury, that this instrument is that individual's act and deed or the act and deed of the company, and that the facts stated herein are true, as of the date of the electronic filing, in compliance with R.I. Gen. Laws § 7-16.*

ANNE M. COLLINS
Signature of Resident Agent

Form No. 642
Revised 09/07

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island

and Providence Plantations, hereby certify that this document, duly

executed in accordance with the provisions of Title 7 of the General Laws

of Rhode Island, as amended, has been filed in this office on this day:

A. RALPH MOLLIS

Secretary of State