Filing Fee: $20.00 **ID Number:** 000307763

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

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SECRETARY OF STATE
CORPORATIONS DIV
2009 OCT 19 AM 11:48

LIMITED LIABILITY COMPANY

STATEMENT OF CHANGE OF RESIDENT AGENT

Pursuant to the provisions of Section 7-16-11 of the General Laws, 1956, as amended, the undersigned authorizes a change of its resident agent and the address of its resident agent in the state of Rhode Island as follows:

1. The name of the limited liability company is:

   TGHealthcare, LLC

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

   155 South Main Street, Suite 301 **Providence** **RI** **02903**

3. The NEW address of the resident agent is:

   222 Jefferson Boulevard, **Warwick** **RI** **02888**

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

   CT CORPORATION SYSTEM

5. The name of the NEW resident agent is:

   National Corporate Research, Ltd.

6. The appointment of a new resident agent and the change of address of the resident agent, as the case may be, shall become effective upon the filing of this statement.

Under penalty of perjury, I declare that the information contained herein is true and correct.

Date: **10/07/09**

TGHealthcare, LLC
Print Name of Limited Liability Company

Kathy A. Butler, Power of Attorney
Signature of Authorized Person

FILED

OCT 19 2009

By DS 1148

101580

Form No. 642
Revised: 12/05

STATE OF Nebraska)
COUNTY OF Douglas)

POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT, Darin R. Taylor, CEO of TG Healthcare, LLC, a Nebraska corporation ("the Company"), and of the subsidiary entities shown on the list appended hereto, does hereby appoint Janine Bequette, Lucy Dawson or Kathy Butler, Assistant Secretary of National Corporate Research, Ltd., attorney-in-fact for the Company and for the subsidiary entities, to act for the Company and for the subsidiary entities and in the name of the Company and of the subsidiary entities for the limited purposes authorized herein.

The Company and the subsidiary entities having taken all necessary steps to authorize the changes and the establishment of this Power of Attorney, hereby grants its attorneys-in-fact the power to execute the documents necessary to change the Company's and the subsidiary entities' registered agent and registered office, or the agent and office of similar import, in any jurisdiction.

In the execution of any documents necessary for the purposes set forth herein, in the case of entities having managers or other positions of authority rather than officers such as Authorized Person, the named individuals shall act in such office and with such authority as is required to effect the changes herein contemplated.

This Power of Attorney expires upon the earliest to occur of (i) completion and filing of the documents necessary to effect the change in registered agent and registered office addresses contemplated herein, or (b) six (6) months after the Effective Date set forth below. The Company may revoke this Power of Attorney at any time by notice to National Corporate Research, Ltd.

IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this 29th day of September, 2009.

TG Healthcare, LLC

BY: [signature]
Darin R. Taylor
CEO

Subscribed and sworn to before me this 29th day of September, 2009.

[signature]
Notary Public

GENERAL NOTARY - State of Nebraska
DEANA K. WALOCHA
My Comm. Exp. March 31, 2011

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CORPORATIONS DIV

Addendum

Subsidiary Entities

TG Healthcare, LLC
Taylor Garrett Healthcare