



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

Fee: \$20.00

Division Of Business Services
148 W. River Street
Providence RI 02904-2615
(401) 222-3040

**Foreign Limited Liability Company
Statement of Change of Resident Agent**

(Section 7-16-10 of the General Laws of Rhode Island, 1956, as amended)

SECTION I

The name of the limited liability company is

GP Magna Fund III, 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:

1485 SOUTH COUNTY TRAIL, SUITE 200 EAST GREENWICH , RI 02818

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

ROBERT A. INDEGLIA, JR.

SECTION III

The NEW address of the resident agent is:

No. and Street: 300 CENTERVILLE ROAD
SUITE 300 EAST

City or Town: WARWICK

State: RI

Zip: 02886

The name of the NEW resident agent is:

ROBERT A. INDEGLIA, JR.

SECTION IV

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.

Signed this 29 Day of September, 2010 at 2:59:24 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.*

GP Magna Fund III, LLC

Print Name of Limited Liability Company

ROBERT A INDEGLIA JR
Signature of Authorized Person

Form No. 642
Revised 09/07

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