

Filing Fee: \$20.00

ID Number: 000148975



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**

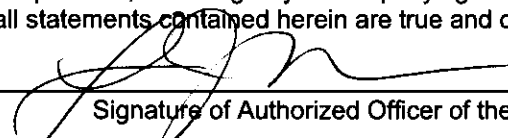
RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV
2011 OCT - 7 PM 12:03

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 RGS FINANCIAL, 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:
155 Weybosset Street Prov. RI 02903
3. The address of the NEW registered office is:
222 Jefferson Boulevard, Warwick, RI 02888
4. The name of the registered agent as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is:
CT CORPORATION SYSTEM
5. The name of the NEW registered agent is:
National Corporate Research, Ltd.
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: 10/3/2011



Signature of Authorized Officer of the Corporation
Lucy Dawson, Power of Attorney

Type or Print Name of Authorized Officer

FILED

OCT 07 2011

By

DS 12:03
153851

STATE OF Texas _____)
COUNTY OF Dallas _____)

LIMITED POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT, Michael R. Ryalls, President of RGS Financial, Inc, a Texas corporation, and of the subsidiary entities shown on the list appended hereto and through the authorized signatures below, does hereby appoint Lucy Dawson, Kathy Butler, Colleen McMahon, Sean Honan, Mark Thomas, Amy Brown or Alexis Cassidy, each in their individual capacity as Assistant Secretary of National Corporate Research, Ltd., as attorney-in-fact, Assistant Secretary or Other Officer for the Company and 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. This limited purpose includes granting the above noted attorneys-in-fact the power to use any electronic filing system offered by a particular jurisdiction. This Power of Attorney shall be limited solely to the completion, execution and filing of any of the above listed change of agent documents.

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.

The undersigned agrees that the attorneys-in-fact will not have any liability whatsoever to the undersigned for an action taken or omitted to be taken pursuant to the Power of Attorney unless it is determined that such action was taken or omitted to be taken by the attorney-in-fact in bad faith.

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 22nd ____ day of Sept. _____, 2011.

BY:



[REDACTED]

BY:

[REDACTED]

[REDACTED]

BY:

[REDACTED]

[REDACTED]

Subscribed and sworn to before me this 22nd day of Sept., 2011.



Caitlyn S Fisher
Notary Public

Addendum

Subsidiary Entities

[INSERT SUBSIDIARY OR AFFILIATE LIST OF ENTITIES. Note: Some states request a copy of the POA and the addendum along with the Change of Agent filing.