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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

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 **Guardhill Financial Corp.**
2. The address of the registered office as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is:
   Partridge Snow & Hahn LLP, 40 Westminster Street, Suite 1100, Providence, RI 02903
3. The address of the NEW registered office is:
   450 Veterans Memorial Pkwy Ste 7A East Providence, RI 02914
4. The name of the registered agent as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is:
   Patricia Antonelli, Esq.
5. The name of the NEW registered agent is:
   CT 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: 1/27/14

Signature of Authorized Officer of the Corporation

Alan Rosenbaum Pres.
Type or Print Name of Authorized Officer

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FEB 03 2014
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A.A. 12:16 p.m.

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