

Filing Fee: \$20.00

ID Number: 132401



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

**STATEMENT OF CHANGE OF REGISTERED AGENT
BY THE CORPORATION**

Pursuant to the provisions of Sections 7-1.1-12 or 7-1.1-107 of the General Laws, 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 ePlus Technology, 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:
222 JEFFERSON BOULEVARD, SUITE 200, WARWICK/RI/02888
3. The address of the NEW registered office is:
10 Weybosset Street, Providence, Rhode Island 02903
4. The name of the registered agent as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is:
CORPORATION SERVICE COMPANY
5. The name of the NEW registered agent is:
C T 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)
7. The change was authorized by resolution duly adopted by its board of directors. [Strike if inapplicable pursuant to Section 7-1.1-51(1).]

Date: 1/25/05

ePlus Technology, inc.
Print Corporate Name

By [Signature] Anusha Putty
Its President ☐ or Its Vice President ☒ and Attorney-in-fact

STATE OF District of Columbia
COUNTY OF _____

In THE DISTRICT OF COLUMBIA on this 25th day of January, 2005, personally appeared before me ANUSHA PUTTY who, being by me first duly sworn, declared that he/she is the ATTORNEY IN FACT & VP of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.

Jane Berry Mossley
Notary Public for the District of Columbia

[Signature]

POWER OF ATTORNEY

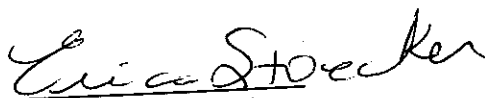
NOTICE IS HEREBY GIVEN THAT Erica Stoecker, Secretary and General Counsel of ePlus, Inc. (the "Corporation"), a corporation incorporated under the laws of Delaware, and of the subsidiary entities shown on the list appended hereto does hereby appoint Anusha Putty and Judith Argao as attorney-in-fact for the Corporation and for the subsidiary entities to act for the Corporation and for the subsidiary entities and in the name of the Corporation and of the subsidiary entities solely for the limited purposes and limited period of time authorized herein.

The Corporation and the subsidiary entities, having taken all necessary steps to authorize the foregoing, hereby grant Anusha Putty and Judith Argao the limited power to execute the documents necessary to change the Corporation's and the subsidiary entities' registered agent and registered office to CT Corporation or an agent thereof, or the agent and office of similar import, in any state (the "Change of Agent Process"). The Power of Attorney is granted only for the Change of Agent Process and for no other purpose.

In the execution of any documents necessary for the purposes set forth herein, Anusha Putty shall exercise the power of Vice President and Judith Argao shall exercise the power of Secretary.

This Power of Attorney expires automatically when the Change of Agent Process has been completed or when such Power of Attorney is revoked by Erica Stoecker.

IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this 14th day of January 2005.



Ms. Erica Stoecker
General Counsel

Subscribed and sworn to before me this 14th day of January, 2005

