



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:

- The name of the corporation is Alliance Finance Corporation of Rhode Island
- The address of the registered office as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is:  
2700 Hospital Trust Tower Prov. RI 02903
- The address of the NEW registered office is:  
245 Warren Ave East Prov. RI 02914
- The name of the registered agent as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is:  
Stephen M. Pignano, Esq.
- The name of the NEW registered agent is:  
Henry C. Rose
- 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 upon filing  
(a date not prior to, nor more than 30 days after, filing this statement)
- 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: \_\_\_\_\_

Alliance Finance Corporation of Rhode Island  
Print Corporate Name

By Henry C. Rose  
Its President  or Its Vice President

STATE OF RI  
COUNTY OF Providence

In Providence, on this 7<sup>th</sup> day of February, 2003, personally appeared before me Henry C. Rose who, being by me first duly sworn, declared that he/she is the President 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.

**FILED**

FEB 07 2003

Andrea M. Lawrence  
Notary Public  
My Commission Expires: 10-9-05

By JML  
312745

SHORT FORM POWER OF ATTORNEY

**WARNING TO PERSON EXECUTING THIS DOCUMENT:** This is an important legal document which is authorized by the general laws of this state. The powers granted by this document are broad and sweeping. They are defined in Sections 18-16-1 to 18-16-12, both inclusive, of the General Laws in Chapter 18-16 entitled "Rhode Island Short Form Power of Attorney Act".

The use of the short form power of attorney is strictly voluntary and Chapter 18-16 specifically authorizes the use of any other or different form of power of attorney upon mutual agreement of the parties concerned.

**KNOW ALL MEN BY THESE PRESENTS,** which are intended to constitute a GENERAL POWER OF ATTORNEY pursuant to the Rhode Island Short Form Power of Attorney Act:

That I, HENRY D. ROSE, of East Providence, Rhode Island, do hereby appoint my sons, HENRY C. ROSE and FRANCIS A. ROSE, my attorney(s)-in-fact TO ACT: SEVERALLY

*(If more than one agent is designated and the principal wishes each agent alone to be able to exercise the power conferred, insert in this blank the word 'severally'. Failure to make any insertion or the insertion of the word 'jointly' shall require the agents to act jointly.)*

**FIRST:** In my name, place and stead in any way which I myself could do, if I were personally present, with respect to the following matters as each of them is defined in the Rhode Island Statutory Short Form Power of Attorney Act to the extent that I am permitted by law to act through an agent:

*STRIKE OUT AND INITIAL ON THE OPPOSITE LINE ANY ONE OR MORE OF THE SUBDIVISIONS AS TO WHICH THE PRINCIPAL DOES NOT DESIRE TO GIVE THE AGENT AUTHORITY. SUCH ELIMINATION OF ANY ONE OR MORE OF SUBDIVISIONS (A) TO (I), INCLUSIVE, SHALL AUTOMATICALLY CONSTITUTE AN ELIMINATION ALSO OF SUBDIVISION (J).*

*To strike out any subdivision the principal must draw a line through the text of that subdivision AND write his initials in the line opposite.*

	Initial Here
(A) real estate transactions;	[     ]
(B) chattel and goods transactions;	[     ]
(C) bond, share and commodity transactions;	[     ]
(D) banking transactions;	[     ]
(E) business operating transactions;	[     ]
(F) insurance transactions;	[     ]
(G) claims and litigations;	[     ]
(H) benefits from military service;	[     ]
(I) records, reports and statements;	[     ]
(J) all other matters;	[     ]

*In addition to the authority given my attorney(s)-in-fact pursuant to the Rhode Island Short Form Power of Attorney Act, my attorney(s)-in-fact shall also have the power to (i) change the beneficiaries of any*

life insurance or annuity policy or retirement, profit sharing or other benefit program established or purchased by me; (ii) to act as guardian for my person and estate, and to nominate a successor such guardian, each such guardian to serve without bond; (iii) to make gifts of property to or for the benefit of any one or more of my issue and/or their respective spouses from time to time living, provided, however, that no such gift shall exceed annually the then applicable amount set forth under Section 2503(b) or other applicable provision of the Internal Revenue Code; and (iv) to assign and convey property to any revocable trust created by me; to create a trust for my benefit and to assign and convey property thereto, to designate any such trust as beneficiary of property; to amend or revoke any such trust.

*(Special provisions and limitations may be included in the statutory short form power of attorney only if they conform to the requirements of the Rhode Island Statutory Short Form Power of Attorney Act.)*

**SECOND:** This power of attorney shall:

(A) be of indefinite duration or (B) terminate on the following date \_\_\_\_\_, unless otherwise terminated by revocation, destruction or other affirmative action.

**THIRD:** Hereby ratifying and confirming all that said attorney(s) or substitute(s) do or cause to be done.

This power of attorney shall not be affected by the subsequent incompetency of the donor.

IN WITNESS WHEREOF, I have hereunto signed my name and affixed my seal this 30<sup>th</sup> day of June, 1999.

Henry D. Rose  
HENRY D. ROSE

STATE OF RHODE ISLAND  
COUNTY OF PROVIDENCE

In said County and State on the 30<sup>th</sup> day of June, 1999, before me personally appeared HENRY D. ROSE, to me known and known by me to be the person executing the foregoing instrument and he acknowledged said instrument by him so executed to be his free act and deed.

Benj. G. Paster  
Notary Public

My commission expires: 6-28-01 [seal]

BENJ. G. PASTER  
NOTARY PUBLIC, I.D. #11961  
My commission expires June 28, 2001

SHORT FORM POWER OF ATTORNEY

**WARNING TO PERSON EXECUTING THIS DOCUMENT:** This is an important legal document which is authorized by the general laws of this state. The powers granted by this document are broad and sweeping. They are defined in Sections 18-16-1 to 18-16-12, both inclusive, of the General Laws in Chapter 18-16 entitled "Rhode Island Short Form Power of Attorney Act".

The use of the short form power of attorney is strictly voluntary and Chapter 18-16 specifically authorizes the use of any other or different form of power of attorney upon mutual agreement of the parties concerned.

**KNOW ALL MEN BY THESE PRESENTS,** which are intended to constitute a GENERAL POWER OF ATTORNEY pursuant to the Rhode Island Short Form Power of Attorney Act:

That I, MARY F. ROSE, of East Providence, Rhode Island, do hereby appoint my husband, HENRY D. ROSE (hereinafter "my husband"), my attorney(s)-in-fact TO ACT:

*(If more than one agent is designated and the principal wishes each agent alone to be able to exercise the power conferred, insert in this blank the word 'severally'. Failure to make any insertion or the insertion of the word 'jointly' shall require the agents to act jointly.)*

**FIRST:** In my name, place and stead in any way which I myself could do, if I were personally present, with respect to the following matters as each of them is defined in the Rhode Island Statutory Short Form Power of Attorney Act to the extent that I am permitted by law to act through an agent:

*STRIKE OUT AND INITIAL ON THE OPPOSITE LINE ANY ONE OR MORE OF THE SUBDIVISIONS AS TO WHICH THE PRINCIPAL DOES NOT DESIRE TO GIVE THE AGENT AUTHORITY. SUCH ELIMINATION OF ANY ONE OR MORE OF SUBDIVISIONS (A) TO (I), INCLUSIVE, SHALL AUTOMATICALLY CONSTITUTE AN ELIMINATION ALSO OF SUBDIVISION (J).*

*To strike out any subdivision the principal must draw a line through the text of that subdivision AND write his initials in the line opposite.*

	Initial Here
(A) real estate transactions;	[     ]
(B) chattel and goods transactions;	[     ]
(C) bond, share and commodity transactions;	[     ]
(D) banking transactions;	[     ]
(E) business operating transactions;	[     ]
(F) insurance transactions;	[     ]
(G) claims and litigations;	[     ]
(H) benefits from military service;	[     ]
(I) records, reports and statements;	[     ]
(J) all other matters;	[     ]

*In addition to the authority given my attorney(s)-in-fact pursuant to the Rhode Island Short Form Power of Attorney Act, my attorney(s)-in-fact shall also have the power to (i) change the beneficiaries of any*

life insurance or annuity policy or retirement, profit sharing or other benefit program established or purchased by me; (ii) to act as guardian for my person and estate, and to nominate a successor such guardian, each such guardian to serve without bond; (iii) to make gifts of property to or for the benefit of any one or more of my issue and/or their respective spouses from time to time living, provided, however, that no such gift shall exceed annually the then applicable amount set forth under Section 2503(b) or other applicable provision of the Internal Revenue Code; and (iv) to assign and convey property to any revocable trust created by me; to create a trust for my benefit and to assign and convey property thereto, to designate any such trust as beneficiary of property; to amend or revoke any such trust.

If my husband shall become unable or unwilling to act hereunder, my sons, HENRY C. ROSE and FRANCIS A. ROSE, acting severally, shall act in my husband's place. Any person dealing with any attorney hereunder shall be entitled to accept such attorney's authority to act and shall have no duty to inquire as to whether a predecessor attorney is in fact unable or unwilling so to act.

*(Special provisions and limitations may be included in the statutory short form power of attorney only if they conform to the requirements of the Rhode Island Statutory Short Form Power of Attorney Act.)*

**SECOND:** This power of attorney shall:  
(A) be of indefinite duration or (B) terminate on the following date \_\_\_\_\_, unless otherwise terminated by revocation, destruction or other affirmative action.

**THIRD:** Hereby ratifying and confirming all that said attorney(s) or substitute(s) do or cause to be done.

This power of attorney shall not be affected by the subsequent incompetency of the donor.

IN WITNESS WHEREOF, I have hereunto signed my name and affixed my seal this 30<sup>th</sup> day of June, 1999.

Mary F. Rose  
MARY F. ROSE

STATE OF RHODE ISLAND  
COUNTY OF PROVIDENCE

In said County and State on the 30<sup>th</sup> day of June, 1999, before me personally appeared MARY F. ROSE, to me known and known by me to be the person executing the foregoing instrument and she acknowledged said instrument by her so executed to be her free act and deed.

Benj. G. Paster  
Notary Public  
My commission expires: 6-28-01 [seal]

BENJ. G. PASTER  
NOTARY PUBLIC, I.D. #11961  
My commission expires June 28, 2001