Filing Fee: $20.00 **ID Number:** 146704

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 Guardian Financial Corporation
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 Blvd, 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:
   National Registered Agents, Inc.
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)

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: 6/26/07

Kendra S Youngren
Signature of Authorized Officer of the Corporation

Kendra S. Youngren, Secretary
Type or Print Name of Authorized Officer

Form No. 640
Revised: 12/05

RI013 - 12/15/05 C T System Online

FILED
JUN 28 2007
By [signature] 30040

POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT Julie Kaplan, the Secretary of Guardian Financial Corporation ("the Corporation"), a corporation incorporated under the laws of Delaware, does hereby appoint Kendra Youngren and Hiedi Liesch as attorneys-in-fact for the Corporation to act for the Corporation and in the name of the Corporation for the limited purposes authorized herein.

The Corporation, having taken all necessary steps to authorize the changes, hereby grants its attorney-in-fact the power to execute the documents necessary to change the Corporation's registered agent and registered office, or the agent and office of similar import, in any state.

In the execution of any documents necessary for the purposes set forth herein Hiedi Liesch shall exercise the power of Vice President and Kendra Youngren shall exercise the power of Secretary.

This Power of Attorney expires when revoked by Guardian Financial Corporation.

IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this 13 day of June, 2007.

Signed:

Julie Kaplan

By:

Notary Signature

Subscribed and sworn to before me this 13th day of June, 2007 KM

KRYSTAL MORRIS
Notary Public
State of Kansas
My Commission Expires 10-28-10