

Filing Fee: \$10.00

ID Number: 75305



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
CANCELLATION OF REACQUIRED SHARES
(To Be Filed In Duplicate Original)**

Pursuant to the provisions of Section 7-1.1-62 of the General Laws, 1956, as amended, the undersigned corporation submits the following statement of cancellation by resolution of its board of directors of shares of the corporation reacquired by it, other than redeemable shares redeemed or purchased:

1. The name of the corporation is Agents Investors Group, Inc.

2. The number of reacquired shares of the corporation cancelled by resolution duly adopted by the board of directors of the corporation on June 30, 2004, is 249, itemized as follows:

<u>Class</u>	<u>Series</u>	<u>Number of Shares</u>
Common, \$1 par value		249

3. The aggregate number of issued shares of the corporation after giving effect to such cancellation is 7,941.6, itemized as follows:

<u>Class</u>	<u>Series</u>	<u>Number of Shares</u>
Common, \$1 par value		7,941.6

4. Upon the filing of the statement of cancellation, the stated capital of the corporation shall be deemed to be reduced by that part of the stated capital which was, at the time of cancellation, represented by the shares so cancelled, and the shares so cancelled shall be restored to the status of authorized but unissued shares.

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5. As required by Section 7-1.1-62 of the General Laws, the corporation has paid all fees and franchise taxes.

Date: September 27, 2004

Agents Investors Group, Inc.
Print Corporate Name

By Albert J. Pereira
 President or Vice President (check one)

By Albert J. Pereira ^{AND}
 Secretary or Assistant Secretary (check one)

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Providence, on this 27th day of September, 2004 personally appeared before me Albert J. Pereira 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.

Christopher Cassin
Notary Public
My Commission Expires: 2/12/2007
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