

Filing Fee: \$20.00

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 CHANGE OF REGISTERED OFFICE  
OR REGISTERED AGENT, OR BOTH, 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 office or its registered agent, or both, in the state of Rhode Island:

- The name of the corporation is Agents Investors Group, Inc.
- The address of the registered office as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is:  
180 South Main Street, Providence, Rhode Island 02903
- The address of the NEW registered office is:  
Same
- The name of the registered agent as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is:  
Dennis J. Duffy, Esquire
- The name of the NEW registered agent is:  
John J. Partridge, Esquire
- The change of address of the registered office, or the appointment of a new registered agent, or both, 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.

Date: February 22, 2001 **FILED** Agents Investors Group, Inc.  
Print Corporate Name

FEB 26 2001

By Albert J. Pereira  
Its President  or Its Vice President

STATE OF Rhode Island  
COUNTY OF Providence

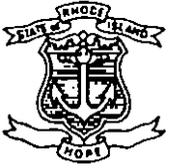
In Providence, on this 22nd day of February, 2001, personally appeared before me Albert J. Pereira who, being by me first duly sworn, declared that he/she is the President of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.

Janice Clark  
Notary Public  
My Commission Expires: 2/1/05

10. 11/25 6 02 831  
FEB 26 9 52 AM '01  
Form No: 640  
Revised 01/99

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 5, 2002, is 82 shares, itemized as follows:

Table with 3 columns: Class, Series, Number of Shares. Row 1: Common Stock, \$1.00 Par Value, 82 Shares.

- 3. The aggregate number of issued shares of the corporation after giving effect to such cancellation is 8,190.6, itemized as follows:

Table with 3 columns: Class, Series, Number of Shares. Row 1: Common Stock, \$1.00 Par Value, 8,190.6.

- 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.

FILED

APR 10 2003

By AMF

316416

RECEIVED SECRETARY OF STATE CORPORATION DIVISION APR 10 AM 03

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

Date: June 25, 2002

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 26<sup>th</sup> day of June, 2002 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.

Jann Clark  
Notary Public  
My Commission Expires: 2/26/05