

Filing Fee: \$20.00

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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

FILED

JAN 05 2007

LIMITED LIABILITY COMPANY

By [signature] 211894

2007 JAN -5 AM 9:57

OFFICE OF THE SECRETARY OF STATE
CORPORATIONS DIV

STATEMENT OF CHANGE OF RESIDENT AGENT

Pursuant to the provisions of Section 7-16-11 of the General Laws, 1956, as amended, the undersigned authorizes a change of its resident agent and the address of its resident agent in the state of Rhode Island as follows:

- 1. The name of the limited liability company is: GCN HOLDING LLC
2. The address of the resident agent as PRESENTLY shown in the records on file with the Rhode Island Secretary of State is: 10 Weybosset Street, Providence, RI 02903
3. The NEW address of the resident agent is: 222 Jefferson Boulevard, Suite 200, Warwick, RI 02888
4. The name of the resident agent as PRESENTLY shown in the records on file with the Rhode Island Secretary of State is: C T Corporation System
5. The name of the NEW resident agent is: Corporation Service Company
6. The appointment of a new resident agent and the change of address of the resident agent, as the case may be, shall become effective upon the filing of this statement.

Under penalty of perjury, I declare that the information contained herein is true and correct.

Date: 12/18/2006

Maureen Cullen, Authorized Person

Print Name of Limited Liability Company

[Handwritten signature of Maureen Cullen]

Signature of Authorized Person

STATE OF )  
COUNTY OF )

POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT **Michael Muscolino**, the **Secretary of GCN Holding LLC** ("the Company"), a **LLC** established under the laws of Delaware, and of the subsidiary entities shown on the list appended hereto, does hereby appoint **Maureen Cullen** and **Elizabeth A. Dawson** attorneys-in-fact for the Company and for the subsidiary entities, to act for the Company and for the subsidiary entities and in the name of the Company and of the subsidiary entities for the limited purposes authorized herein.

The Company and the subsidiary entities having taken all necessary steps to authorize the changes and the establishment of this Power of Attorney, hereby grants its attorneys-in-fact the power to execute the documents necessary to change the Company's and the subsidiary entities' registered agent and registered office, or the agent and office of similar import, in any jurisdiction.

In the execution of any documents necessary for the purposes set forth herein, **Maureen Cullen** shall exercise the power of Vice President and **Elizabeth A. Dawson** shall exercise the power of Secretary, or, in the case of entities having managers or other positions of authority rather than officers such as Vice President or Secretary, the named individuals shall act in such office and with such authority as is required to effect the changes herein contemplated.

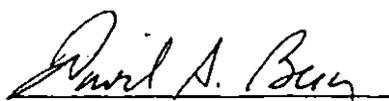
This Power of Attorney expires upon the completion and filing of the documents necessary to effect the changes in registered agent and registered office addresses contemplated herein, or when revoked by **Michael Muscolino**, which ever shall occur first.

IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this 8<sup>th</sup> day of December, 2006.

GCN Holding LLC

BY:   
**Michael Muscolino**  
**Secretary**

Subscribed and sworn to before me this 8<sup>th</sup> day of December, 2006.

  
Notary Public

DAVID S. BERG  
Notary Public State of New York  
No 02BE5073530  
Qualified in New York County  
Commission Expires Feb. 24, 2006