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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

MAR 16 2007

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 GROUPLINK, INC.
2. The address of the registered office as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is:
10 Weybosset Street, Providence, RI 02903
3. The address of the NEW registered office is:
222 Jefferson Boulevard, Suite 200, Warwick, RI 02888
4. The name of the registered agent as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is:
CT Corporation System
5. The name of the NEW registered agent is:
Corporation Service Company
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: January 16, 2007

A handwritten signature in cursive script, reading "Maureen Cullen".

Signature of Authorized Officer of the Corporation

Maureen Cullen, Attorney In Fact

Type or Print Name of Authorized Officer

STATE OF Connecticut
COUNTY OF Fairfield

POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT H. William Smith, executing his Power of Attorney, as Vice President, Legal and Secretary of Geneve Corporation., a corporation established under the laws of Connecticut, and of the subsidiary entities shown on the list appended hereto, does hereby appoint Maureen Cullen and Elizabeth Dawn 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 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 H. William Smith, which ever shall occur first.

IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this 18th day of October, 2006

Geneve Corporation

BY:

H. William Smith

Mr. H. William Smith
Vice President-Legal and Secretary

Subscribed and sworn to before me this 18th day of October, 2006

Jo Anne T. Ritter
Notary Public

JO ANNE T. RITTER
NOTARY PUBLIC
MY COMMISSION EXPIRES APRIL 30, 2007

A.W. HOLDING CORP.
AARTL, LLC
AMERICAN EDUCATIONAL PRODUCTS LLC
ARGENT INVESTORS MANAGEMENT CORPORATION
CASON FINANCIAL SERVICES, INC.
CHAPARRAL INTERNATIONAL RE
COMMUNITY AMERICA INSURANCE SERVICES, INC.
COPOINT, L.P.
CREDICO INSURANCE SERVICES, INC.
CREDICO LIFE INSURANCE CO.
CUMMINGS POINT INVESTORS CORP.
ENTERPRISE HOLDING CORP.
GENEVE CAPITAL GROUP, INC.
GENEVE CORPORATION
GENEVE HOLDINGS, INC.
GHC CORP.
GHC CORPORATION
GROUPLINK REINSURANCE COMPANY, LTD.
GROUPLINK, INC.
HAAN CRAFTS REAL ESTATE HOLDINGS, LLC
HAAN CRAFTS, LLC
HEALTH PLAN ADMINISTRATORS, INC.
HONOR CAPITAL CORP.
HPA HOLDINGS CORP.
HPA INSURANCE ADMINISTRATORS, INC. A/K/A HEALTH PLAN ADMINISTRATORS, INC.
HPA MARKETING, INC.
HUBBARD SCIENTIFIC LLC
IAC HOLDING CORP.
IC WEST UNDERWRITING SERVICES LLC
IHC HEALTH HOLDINGS CORP.
INCOPOINT LIMITED PARTNERSHIP
INDEPENDENCE CAPITAL CORP.
INDEPENDENCE CAPITAL CORPORATION
INDEPENDENCE HOLDING COMPANY
INDEPENDENCE HOLDING LLC
INDEPENDENCE PREFERRED TRUST I
INDEPENDENCE PREFERRED TRUST II
INDEPENDENCE PREFERRED TRUST III
INSURERS ADMINISTRATIVE CORPORATION
INTERLOCK CORPORATION
INTERLOCK CORPORATION OF ARIZONA
MADISON INVESTORS CORPORATION
MADISON NATIONAL LIFE INSURANCE COMPANY, INC.
MADISON STANDARD CORPORATION
MAJESTIC AGENCY LLC
NASCO EXPORTS, INC.
NASCO HOLDINGS, INC. WHICH WILL DO BUSINESS IN CALIFORNIA AS NASCO GROUP, INC.
NHI, LLC
ON-LINE BROKERAGE, INC.
SCOTT RESOURCES LLC
SIC SECURITIES CORP.
SIMULAIDS, INC.

SLH ASSOCIATES LIMITED PARTNERSHIP
SMH ASSOCIATES CORP.
SOUTHERN FINANCIAL CORP.
SOUTHERN INVESTORS CORP.
SOUTHERN LIFE & HEALTH INSURANCE COMPANY
SOUTHERN MORTGAGE HOLDING CORPORATION
SPECTRUM EDUCATIONAL SUPPLIES LTD.
SREH, INC.
SSH CORP.
SSIGNI PROPERTIES CORPORATION
STANDARD SECURITY INVESTORS CORPORATION
STANDARD SECURITY LIFE INSURANCE COMPANY OF NEW YORK
THE ARISTOTLE CORPORATION
TRIARCO ARTS & CRAFTS LLC
TRU HOLDINGS, LLC

109418

September 8, 2006

Corporations Division
Office of the Secretary of State
148 W. River St.
Providence, RI 2904

To Whom It May Concern:

Please be advised that Michael R. Kistler, Vice President of Finance, has resigned his position with GroupLink, Inc. dba GroupLink Benefits, GLI Administrators and Insurance Services, effective 8-31-06.

At this time we do not plan to fill this position.

If additional information is needed please contact me at 800-935-2009 ext. 346 or via email connie@grouplinktpa.com

Sincerely,
Connie Hagan

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CORPORATION & DM
SECRETARY OF STATE
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