

Filing Fee: \$20.00

ID Number: 108922



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

LIMITED LIABILITY COMPANY

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:

MEARS/CPG 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:

170 Westminster Street, Suite 900, Providence, RI, 02903

4. The name of the resident agent as PRESENTLY shown in the records on file with the Rhode Island Secretary of State is:

CT 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: Dec. 9, 2002

MEARS/CPG LLC

Print Name of Limited Liability Company

FILED

DEC 12 2002

By CAA

Laura R. Dunlap

Signature of Authorized Person

Laura R. Dunlap, Attorney in Fact

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STATE OF INDIANA)
COUNTY OF VANDERBURGH)

POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT Timothy M. Hayes, the Secretary of American General Finance, Inc. ("the Company"), a corporation established under the laws of Indiana, and of the subsidiary entities shown on the list appended hereto, does hereby appoint Laura R. Dunlap and Patricia Pizzuto 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, Laura R. Dunlap shall exercise the power of Vice President and Patricia Pizzuto 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 Timothy M. Hayes, which ever shall occur first.

IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this 23rd day of May, 2002.

American General Finance, Inc.

BY: Timothy M. Hayes

Timothy M. Hayes
Senior Vice President, General Counsel & Secretary

Subscribed and sworn to before me this 23 day of May, 2002.

Vanderburgh Co., IN

Karla J. Davis
Notary Public
Karla J. Davis

My commission expires Apr 14, 2009

