

**STATEMENT OF CHANGE OF REGISTERED OFFICE  
OR REGISTERED AGENT, OR BOTH,  
OF**

CITIZENS FINANCIAL GROUP, INC.

To the Secretary of State  
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-107 of the General Laws, 1956, as  
(Insert "7-1.1-12" if a domestic corporation, or "7-1.1-107" if a foreign corporation.)  
amended, the undersigned corporation, organized under the laws of the State of Delaware  
, submits the following statement for the purpose of changing its  
registered office or its registered agent, or both, in the State of Rhode Island:

FIRST: The name of the corporation is Citizens Financial Group, Inc.

SECOND: The address of its present registered office is One Citizens Plaza  
Providence, RI 02903

THIRD: The address to which its registered office is to be changed is One Citizens  
Plaza-12th Floor, Providence, RI 02903-1339

FOURTH: The name of its present registered agent is Judith A. Sullivan

FIFTH: The name of its successor registered agent is Judith A. Sullivan, Senior  
Vice President

SIXTH: The address of its registered office and the address of the business office of  
its registered agent, as changed, will be identical.

SEVENTH: Such change was authorized by resolution duly adopted by its board of  
directors.

Dated August 18, 19 95

Citizens Financial Group, Inc.  
By *Bradford B. Kopp*  
Bradford B. Kopp  
Its Exec. Vice President

STATE OF Rhode Island }  
COUNTY OF Providence } SC.

At Providence, RI in said county on this 18th day  
of August, 19 95, personally appeared before me Bradford B.  
Kopp, who, being by me first duly sworn, declared that he  
is the Executive Vice President of Citizens Financial Group, Inc.  
that he signed the foregoing document as Executive Vice President of the  
corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

*Marlene A. Doucette*  
Notary Public  
My Commission Expires: 8/15/97

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SECRETARY OF STATE  
CORPORATIONS DIV.

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