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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

05 JUN 30 PM 2:23

BUSINESS CORPORATION

STATEMENT OF CHANGE OF REGISTERED AGENT
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 agent and its registered office in the state of Rhode Island:

- 1. The name of the corporation is GUARDHILL FINANCIAL CORP.
2. 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, RI 02903
3. The address of the NEW registered office is: SAME
4. The name of the registered agent as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is: CAROLINE M. GILROY-BROWN, ESQ.
5. The name of the NEW registered agent is: AMY C. VITALE, ESQ.
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)
7. The change was authorized by resolution duly adopted by its board of directors. [Strike if inapplicable pursuant to Section 7-1.1-51(1).]

Date: 6/3/05 FILED JUN 3 1 2005 By DA C 70480 GUARDHILL FINANCIAL CORP. Print Corporate Name By Its President or Its Vice President

In New York, on this 3 day of June, 2005, personally appeared before me Alan Romanowski 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.

Notary Public SHAUL BETESH My Commission Expires: 8/13/05 Commission Expires August 13, 2005 No. 018E6062585 Qualified in Nassau County Notary Public, State of New York Form No. 640 Revised: 09/02