

Filing Fee: \$20.00

ID Number: 130753



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 PARTNERSHIP

**STATEMENT OF CHANGE OF SPECIFIED OFFICE
AND/OR REGISTERED AGENT**

Pursuant to the provisions of Sections 7-13-4 of the General Laws, 1956, as amended, the undersigned authorizes a change of its specified office and/or its registered agent in the state of Rhode Island as follows:

1. The name of the limited partnership is:

ERMC II, L.P.

2. The address of the specified office at which shall be kept the records required by Section 7-13-5 to be maintained as PRESENTLY shown in the records on file with the Rhode Island Secretary of State is:

(Applicable to domestic limited partnerships only)

3. The address of the NEW specified office at which shall be kept the records required by Section 7-13-5 to be maintained is:

(Applicable to domestic limited partnerships only)

4. The name of the registered agent for service of process 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 registered agent for service of process is:

Corporation Service Company

6. The address of the registered agent as PRESENTLY shown in the records on file with the Rhode Island Secretary of State is:

10 Weybosset Street, Providence, RI 02903

7. The NEW address of the registered agent is:

222 Jefferson Boulevard, Suite 200, Warwick, Rhode Island 02888

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

Date: November 5, 2004

ERMC II, L.P.

Print Name of Limited Partnership

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By In 50392
QMB

By Maureen Cullen
General Partner

Maureen Cullen, Attorney in Fact on behalf of
Russell Security Co. II, Inc, General Partner

STATE OF TENNESSEE)
COUNTY OF HAMILTON)

POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT Emerson E. Russell, the President of Russell Security Co. II, Inc., a Tennessee corporation (the "Corporation"), the Corporation being the sole general partner of ERMCO II, L.P., a Tennessee limited partnership (the "Company"), and each of the subsidiary entities shown on the list appended hereto, does hereby appoint Maureen Cullen and Louis Giaccardo 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 Louis Giaccardo 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 [name of officer executing this Power of Attorney], which ever shall occur first.

IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this 2nd day of November, 2004.

ERMCO II, L.P.

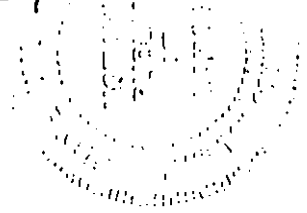
By: Russell Security Co. II, Inc., its
General partner

BY: Emerson E. Russell
Emerson E. Russell,
President

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By _____

Subscribed and sworn to before me this 2nd day of November, 2004.

Jane Wilkinson
Notary Public 11-02-04



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By _____

ERMC, L.P.

ERMC IV, L.P.

RUSSELL SECURITY CO., INC.

RUSSELL SECURITY CO. IV, INC.

FILED
NOV 17 2004
By _____