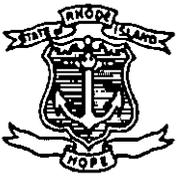


Filing Fee: \$10.00

ID Number: 24797



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

RECEIVED
SECRETARY OF STATE
AUG 3 10 26 AM '04

NON-PROFIT CORPORATION

STATEMENT OF CHANGE OF REGISTERED AGENT
BY THE CORPORATION

Pursuant to the provisions of Sections 7-6-13 or 7-6-78 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 NATIONAL ASSOCIATION FOR THE ADVANCEMENT OF COLORED PEOPLE
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, Providence, 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 address of the corporation's registered office and the address of the office of its registered agent, as changed, will be identical.
7. The change was authorized by resolution duly adopted by its board of directors.

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

Date: July 30, 2004

NATIONAL ASSOCIATION FOR THE ADVANCEMENT OF COLORED PEOPLE

Print Corporate Name

By [Signature]
Its President [] or Its Vice President [X]
Louis Giaccardo

FILED

AUG 03 2004

By M40 JGG

GAB

STATE OF MARYLAND
COUNTY OF BALTIMORE

POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT **Dennis Courtland Hayes**, the **General Counsel** of National Association for the Advancement of Colored People ("the Company"), a not-for-profit corporation established under the laws of New York, and of the subsidiary entities shown on the list appended hereto, does hereby appoint Louis Giaccardo and Maureen Cullen 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.

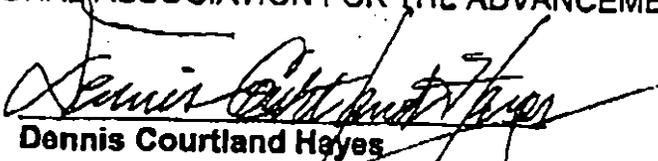
In the execution of any documents necessary for the purposes set forth herein, Louis Giaccardo shall exercise the power of Vice President and Maureen Cullen shall exercise the power of Secretary, or, in the case of entities having managers or other positions of authority rather than officers such as 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 **Dennis Courtland Hayes**, which ever shall occur first.

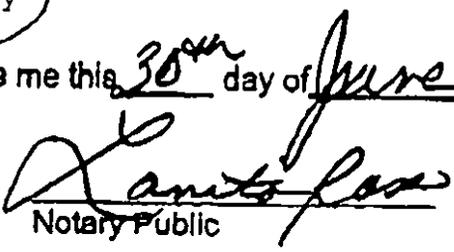
IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this 30th day of June, 2004.

NATIONAL ASSOCIATION FOR THE ADVANCEMENT OF COLORED PEOPLE

BY:


Dennis Courtland Hayes
General Counsel ~~Secretary~~

Subscribed and sworn to before me this 30th day of June, 2004.


Notary Public

