

Filing Fee: \$20.00

ID Number: 102784



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

BUSINESS CORPORATION

**STATEMENT OF CHANGE OF REGISTERED AGENT
BY THE CORPORATION**

Pursuant to the provisions of Sections 7-1.2-502 or 7-1.2-1409 of the General Laws of Rhode Island, 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 Publicis Selling Solutions, Inc.
2. The address of the registered office as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is:
222 Jefferson BLVD suite 200 Warwick RI 02888
3. The address of the NEW registered office is:
10 Weybosset Street, Providence, Rhode Island 02903
4. The name of the registered agent as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is:
Corporation Service Company
5. The name of the NEW registered agent is:
C T Corporation System
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)

Under penalty of perjury, I declare and affirm that I have examined this Statement of Change of Registered Agent by the Corporation, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: January 25, 2006

Samantha J.
Signature of Authorized Officer of the Corporation

Samantha Jones
Type or Print Name of Authorized Officer

FILED
JAN 26 2006
By [Signature]

STATE OF RHODE ISLAND
CORPORATIONS DIVISION

POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN that Sondra J. Thorson, the Vice President and Assistant Secretary of Lion Re:Sources, Inc., a corporation incorporated under the laws of the State of New York (the "Corporation"), and an officer of the Corporation's subsidiary entities shown on the list appended hereto, does hereby appoint Abby Melling and Samantha Jones as attorneys-in-fact for the Corporation and for the subsidiary entities, to act for the Corporation and for the subsidiary entities, and in the name of the Corporation and of the subsidiary entities, for the limited purposes authorized herein.

The Corporation and the subsidiary entities, having taken all necessary steps to authorize the changes, hereby grant its attorneys-in-fact the power to execute the documents necessary to change the Corporation's and the subsidiary entities' registered agent and registered office, or the agent and office of similar import, in any state.

In the execution of any documents necessary for the purposes set forth herein, Samantha Jones shall exercise the power of Vice President, and Abby Melling shall exercise the power of Secretary.

This Power of Attorney expires upon completion of the change of agent process.

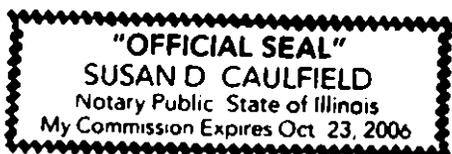
IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney on this 4th day of January, 2006.

LION Re:SOURCES, INC.

By: *Sondra J. Thorson*
Sondra J. Thorson
Vice President and Assistant Secretary

Subscribed and sworn to before me on this 4th day of January, 2006.

Susan D. Caulfield
Notary Public



11/15/06 17