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ID Number: 101203



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

2009 NOV 13 PM 1:00
CORPORATIONS DIVISION

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 Optigain (RI), 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:
55 Pine Street, Providence, RI 02903
3. The address of the NEW registered office is:
55 Pine Street, 4th Floor, Providence, RI 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:
Joseph P. Ferrucci, Esq.
5. The name of the NEW registered agent is:
W. Mark Russo, Esq., Acting Permanent Receiver
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: 11/11/09

Signature of Authorized Officer of the Corporation
W. Mark Russo, Esq.
Type or Print Name of Authorized Officer
Acting Permanent Receiver

100
FILED
NOV 13 2009
By [Signature] 103829

STATE OF RHODE ISLAND
PROVIDENCE, SC.

SUPERIOR COURT

OPTIGAIN, INC., a Delaware Corporation :
Plaintiff :
vs. :
OPTIGAIN (RI), INC., a Rhode Island :
Corporation :
Defendant :

P.M. NO.: 04-3352

2009 NOV 13 PM 1:00

55
Department of Superior Court
Providence, Rhode Island

ORDER APPOINTING ACTING PERMANENT RECEIVER

The above-entitled action having come before the Honorable Michael A. Silverstein *ex parte* on this 4th day of November, regarding the request for substitution of Receiver, it is hereby

ORDERED, ADJUDGED & DECREED

1. That due to the Permanent Receiver, Joseph P. Ferrucci, Esq.'s passing on November 1, 2009, W. Mark Russo, Esq. (the "Acting Permanent Receiver") is hereby appointed the Acting Permanent Receiver of Defendant until November 25, 2009;
2. That the Acting Permanent Receiver shall have all of the powers granted to Joseph P. Ferrucci, Esq. as set forth in that certain order attached hereto as Exhibit A appointing Permanent Receiver;
3. That the Acting Permanent Receiver is to provide notice of this Order to all counsel of record, interested parties and creditors of Defendant by November 9, 2009; and

True Copy Attest

4. That on November 25, 2009, the Acting Permanent Receiver shall be appointed the Permanent Receiver of Defendant unless any counsel of record, interested party or creditor submits an objection, or other response, to his appointment and/or

Office of Clerk of Superior Court
Counices of Providence
Providence, Rhode Island

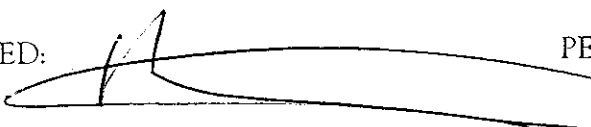
Mark

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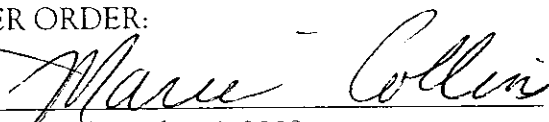
request for hearing. All objections, responses and requests for hearings shall be submitted to the Court and to the Acting Permanent Receiver by November 23, 2009 and a hearing shall be scheduled forthwith before this Court.

Entered as an Order of this Court this 4th day of November, 2009.

ENTERED:

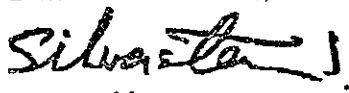


PER ORDER:



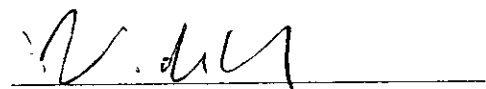
Dated: November 4, 2009

Dated: November 4, 2009



Prepared by,

W. Mark Russo, Esq.



W. Mark Russo (#3937)
FERRUCCI RUSSO P.C.
55 Pine Street, 4th Floor
Providence, RI 02903
Tel: (401) 455-1000
Fax: (401) 455-7778
Email: mrusso@frlawri.com

and be vested with the title to all assets, property and choses-in-action which have heretofore accrued to the Temporary Receiver with power to confirm and ratify in writing such agreements as are entered into by such Temporary Receiver and to carry out and perform the same.

5. That the Receiver is authorized, in the Receiver's discretion, to continue the business of the Defendant until further order of this Court, and to employ such persons as may be desirable for the foregoing purposes and, in connection therewith, to use such moneys as shall come into the Receiver's hands and possession, as far as the same shall be necessary, for the above purposes and for continuing the business of said Defendant until further Order of this Court.

6. That the Receiver is authorized to incur expenses for goods and services and to purchase for cash such merchandise, supplies and materials as in the Receiver's discretion may be desirable or necessary for continuance of the business of the Defendant.

7. That said Receiver be and hereby is authorized and empowered to sell, transfer and convey said Receiver's right, title and interest and the right, title and interest of said Defendant in and to any real property or personal property, tangible or intangible, for such sum or sums of money as to said Receiver appears reasonable and proper, at private sale or sales, provided, however, that approval is first given for such sale or sales by this Court on *ex parte* application by the Receiver, or after such notice as the Court may require.

8. That the Receiver is hereby authorized and empowered to sell at public auction any or all of the assets referred to in Paragraph 7. The Receiver is also authorized to engage an auctioneer and to insert such display ads within or without the State of Rhode Island as the Receiver deems proper advertising for such sale. Such a public auction sale conducted by said Receiver in accordance with the provisions of this paragraph shall be considered and is hereby declared to be a commercially reasonable sale, and such sale shall constitute compliance with the requirements of a commercially reasonable sale as set forth in Article 9 of the Uniform Commercial Code as enacted in Rhode Island.

9. That said Receiver be, and hereby is, authorized and empowered, as soon as there are sufficient funds available, to pay all City, State and United States taxes of any kind, nature and description, including withholding taxes, as well as wages due employees, with such employees being relieved of the necessity of filing claims with the Receiver unless the amount paid or shown on the books of the Defendant is not acceptable to any employee, in which case said employee may file his/her claim in the same manner as other creditors.

10. In fulfillment of the reporting requirements set forth in Rule 66 (e) of the Superior Court Rules of Civil Procedure, the Receiver shall file with the Court the Reports referred to in said Rule, as and when the Receiver deems necessary or

advisable under the circumstances, or, in any event, as and when required by Order of this Court. In addition, the Receiver shall file with the Court, on or before May 1 and October 1 of each year, a Receivership Control Calendar Report in accordance with Rhode Island Superior Court Administrative Order No. 98-7.

11. That the Receiver shall continue to discharge said Receiver's duties and trusts hereunder until further order of this Court; that the right is reserved to the Receiver and to the parties hereto to apply to this Court for any other or further instructions to said Receiver and that this Court reserves the right, upon such Notice, if any, as it shall deem proper, to make such further orders herein as may be proper, and to modify this Order from time to time.

12. All creditors or other claimants hereby are ordered to file under oath with the Receiver at 55 Pine Street, Providence, Rhode Island 02903 on or before 11-22-04, 2004, a statement setting forth their claims, including, but without limiting the generality of the foregoing, the name and address of the claimant, the nature and amount of such claim, a statement of any security or lien held by the claimant to which such claimant is or claims to be entitled, and also a statement as to any preference or priority which the claimant claims to be entitled to over the claims of any other or all other claimants or creditors.

13. That the commencement, prosecution, or continuance of the prosecution, of any action, suit, arbitration proceeding, hearing, or any foreclosure, reclamation or repossession proceeding, both judicial and non-judicial, or any other proceeding, in law, or in equity or under any statute, or otherwise, against said Defendant or any of its property, in any Court, agency, tribunal, or elsewhere, or before any arbitrator, or otherwise by any creditor, stockholder, corporation, partnership or any other person, or the levy of any attachment, execution or other process upon or against any property of said Defendant, or the taking or attempting to take into possession any property in the possession of the Defendant or of which the Defendant has the right to possession, or the cancellation at any time during the Receivership proceeding herein of any insurance policy, lease or other contract with Defendant, by any of such parties as aforesaid, other than the Receiver designated as aforesaid, or the termination of telephone, electric, gas or other utility service to Defendant, by any public utility, without obtaining prior approval thereof from this Honorable Court, in which connection said Receiver shall be entitled to prior notice and an opportunity to be heard, are hereby restrained and enjoined until further Order of this Court.

14. That Notice be given of the entry of this order by the Clerk of this Court by publication of a copy of the annexed Receivership Notice in The Providence Journal on or before the day of 7-27, 2004, and by the Receiver mailing on or before the day of 8-3, 2004, a copy of said Receivership Notice to each creditor and stockholder of said Defendant known as such to the Receiver, or appearing as such on the books of said Defendant, addressed to each such stockholder or creditor at his last known address.