

CT CORPORATION

040107 4527

December 31, 2003

Mr. Robert Lindsey
Deputy Clerk
State Corporation Commission
Clerk's Office
1300 East Main Street
Richmond Virginia 23219

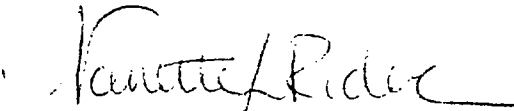
Dear Robert,

Attached is the Statement of Change of Registered Agent, to support changing the registered agent on record in accordance with the merger of Commonwealth Legal Services Corporation into CT Corporation System.

The merger becomes effective December 31, 2003, 11:59 p.m. We are requesting that the agent change occur on January 5, 2004, and have dated our certificate accordingly. After the merger is filed, Kim Book, in Legal Operations will deliver a certified copy of the document to you.

Please give me a call if you need any additional information.

Sincerely,



Nanette L. Rider
Virginia Fulfillment Center Manager
CT Corporation System
A WoltersKluwer Company

Cc: Jerry Daniel/CT Raleigh

4701 Cox Road, Suite 301
Glen Allen, VA 23060
Tel 804 217 7255
Fax 804 217 8086

A WoltersKluwer Company

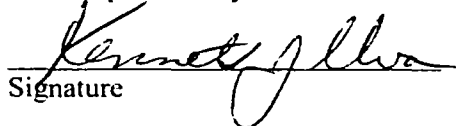
STATEMENT OF CHANGE OF REGISTERED AGENT

Pursuant to the provisions of the Code of Virginia stated herein, the undersigned submits this statement to change the registered agent in the Commonwealth of Virginia.

1. In accordance with the merger of Commonwealth Legal Services Corporation, a Virginia corporation, into C T Corporation System, a Delaware corporation and survivor of the merger, C T Corporation System shall henceforth serve as the registered agent on behalf of each domestic and foreign stock corporation, nonstock corporation, limited liability company, business trust, limited partnership, and registered limited liability partnership whose registered agent is Commonwealth Legal Services Corporation. Said action is authorized by the provisions of Sections 13.1-635, 13.1-764, 13.1-834, 13.1-926, 13.1-1016, 13.1-1221, 50-73.5, and 50-73.135, Code of Virginia. C T Corporation System is a foreign stock corporation that is qualified to serve as a registered agent in Virginia.
2. The address of the current registered office is 4701 Cox Road, Suite 301, Glen Allen, Virginia 23060-6802 in the county of Henrico.
3. The address of the registered office will continue as 4701 Cox Road, Suite 301, Glen Allen, Virginia 23060-6802 in the county of Henrico.
4. The name of the current registered agent is Commonwealth Legal Services Corporation.
5. The name of the new registered agent is C T Corporation System.
6. After the change is made, the entities on whose behalf C T Corporation System serves as registered agent shall be in compliance with the relevant provisions of the Code of Virginia as provided herein:
 - A. Domestic and foreign stock corporations shall be in compliance with the requirements of Sections 13.1-634 and 13.1-763, respectively.
 - B. Domestic and foreign nonstock corporations shall be in compliance with the requirements of Sections 13.1-833 and 13.1-925, respectively.
 - C. Domestic and foreign limited liability companies shall be in compliance with the requirements of Section 13.1-1015.
 - D. Domestic and foreign business trusts shall be in compliance with the requirements of Section 13.1-1220.
 - E. Domestic and foreign limited partnerships shall be in compliance with the requirements of Section 50-73.4.
 - F. Domestic and foreign registered limited liability partnerships shall be in compliance with the requirements of Section 50-73.135.
7. A copy of the statement has been mailed to the entities on whose behalf this statement is filed.

The undersigned executes this Statement of Change of Registered Agent and declares the facts stated herein to be true:

C T Corporation System


Signature

1/5/2001
Date

Kenneth J. Uva
Printed Name

Vice President
Corporate Title

ARTICLES OF MERGER OF
COMMONWEALTH LEGAL SERVICES CORPORATION
A ~~VA~~ VIRGINIA CORPORATION
INTO

05338416-2

C T CORPORATION SYSTEM
A DELAWARE CORPORATION

F0049090

The undersigned corporations, pursuant to Title 13.1, Chapter 9, Article 12 of the Code of Virginia, hereby execute the following articles of merger and set forth:

FIRST: C T Corporation System hereby merges into itself Commonwealth Legal Services Corporation and said Commonwealth Legal Services Corporation shall be and hereby is merged into C T Corporation System, which shall be the surviving corporation.

SECOND: The Certificate of Incorporation of C T Corporation System which is the surviving corporation, as heretofore amended and as in effect on the date of the merger provided for in this Agreement shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving this merger.

THIRD: The manner of converting the outstanding shares of the capital stock of each of the constituent corporations into the shares or other securities of the surviving corporation shall be as follows:

(a) Each share of common stock of the merged corporation which shall be outstanding on the effective date of this merger, and all rights in respect thereof shall forthwith be changed and converted into 1 (one) share of common stock of the surviving corporation.

(b) After the effective date of this merger, each holder of an outstanding certificate representing shares of common stock of the merged corporation shall surrender the same to the surviving corporation and each such holder shall be entitled upon such surrender to receive the number of shares of common stock of the surviving corporation on the basis provided herein. Until so surrendered, the outstanding shares of the stock of the merged corporation to be converted into the stock of the surviving corporation provided herein may be treated by the surviving corporation for all corporate purposes as evidencing the ownership of shares of the surviving corporations though said surrender and exchange had taken place. After the effective date of this Agreement, each registered owner of any uncertificated shares of common stock of the merged corporation shall have said shares cancelled and said registered owner shall be entitled to the number of common shares of the surviving corporation on the basis provided herein.

FOURTH: The terms and conditions of the merger are as follows:

(a) The bylaws of the surviving corporation as they shall exist on the effective date of this

merger shall be and remain the bylaws of the surviving corporation until the same shall be altered, amended or repealed as therein provided.

(b) The directors and officers of the surviving corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

(c) This merger shall become effective on December 31, 2003.

(d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the merged corporation shall be transferred to, vested in and devolve upon the surviving corporation without further act or deed and all property, rights, and every other interest of the surviving corporation and the merged corporation shall be as effectively the property of the surviving corporation as they were of the surviving corporation and the merged corporation respectively. The merged corporation hereby agrees from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merged corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the merged corporation and the proper officers and directors of the surviving corporation are fully authorized in the name of the merged corporation or otherwise to take any and all such action.

FIFTH: Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated and abandoned by the Board of Directors of any constituent corporation at any time prior to the time that this merger filed with the Secretary of State becomes effective. This Agreement may be amended by the Boards of Directors of the constituent corporations at any time prior to the time that this merger filed with the Secretary of State becomes effective, provided that an amendment made subsequent to the adoption of the Agreement by the stockholders of any constituent corporation shall not (1) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof such constituent corporation, (2) alter or change any term of the Certificate of Incorporation of the surviving corporation to be effected by the merger, or (3) alter or change any of the terms and conditions of the Agreement if such alteration or change would adversely affect the holders of any class or series thereof of such constituent corporation.

The plan of merger was adopted by unanimous consent of the shareholders of both corporations.




The undersigned, Vice President declares that the facts herein stated are true as of December 3, 2003.

COMMONWEALTH LEGAL SERVICES CORPORATION



Dale C. Gordon, Vice President

C T CORPORATION SYSTEM



Dale C. Gordon, Vice President

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

December 31, 2003

The State Corporation Commission finds the accompanying articles submitted on behalf of

C T CORPORATION SYSTEM

to comply with the requirements of law and confirms payment of all related fees. Therefore, it is ORDERED that this

CERTIFICATE OF MERGER

be issued and admitted to record with the articles of merger in the office of the Clerk of the Commission. Each of the following:

Commonwealth Legal Services Corporation

is merged into C T CORPORATION SYSTEM, which continues to exist under the laws of DELAWARE with the name C T CORPORATION SYSTEM, the separate existence of each non-surviving entity ceases.

The certificate is effective on December 31, 2003.

STATE CORPORATION COMMISSION

By



Commissioner

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

The foregoing is a true copy of the certificate of merger of C T CORPORATION SYSTEM issued December 31, 2003.

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:
January 5, 2004*

Joel H. Peck

Joel H. Peck, Clerk of the Commission

