

F110000000916

Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
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DIVISION OF CORPORATIONS
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****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

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**REGISTERED AGENT CHANGE
PHACIL, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$35.00

RA/RO/chg
@ 5/4/12

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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Help

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH
FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, this statement of change is submitted for a corporation organized under the laws of the State of Delaware in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation: PHACIL, INC.
2. The principal office address: 601 California Street, Suite 1710, San Francisco, CA 94108
3. The mailing address (if different): _____
4. Date of incorporation/qualification: 03/02/2011 Document number: F11000000916

5. The name and street address of the current registered agent and registered office on file with the Florida Department of State: (If resigned, enter resigned)

Corporation Service Company

1201 Hays Street

Tallahassee FL 32301-2525 US

6. The name and street address of the new registered agent (if changed) and /or registered office (if changed):

C T Corporation System

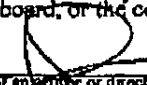
c/o C T Corporation System, 1200 South Pine Island Road

P.O. Box NOT acceptable

Plantation, Florida 33324

The street address of its registered office and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board, or the corporation has been notified in writing of the change.


Signature of registered agent or director

Jennifer Quinn, Secretary

Printed or typed name and title

I hereby accept the appointment as registered agent and agree to act in this capacity, I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.

By: 

C T Corporation System

Signature of Registered Agent

May 2, 2012

Date

If signing on behalf of an entity:

Janet Gerkin, Assistant Secretary

Typed or Printed Name

***** FILING FEE: \$35.00 *****

MAKE CHECKS PAYABLE TO FLORIDA DEPARTMENT OF STATE
MAIL TO: DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

CR2B045 (8/05)

FD006 - 07/23/2009 CT System Online

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POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT PHACIL, INC. a corporation incorporated under the laws of the state of Delaware and the direct or indirect owner of the subsidiary entities shown on Schedule A attached hereto, does hereby appoint Jennifer Quinn, employee of CT Corporation and acting solely in the capacity as employees of CT Corporation, as attorney-in-fact for the corporation to act for the corporation and in the corporation's name for the limited purposes authorized herein.

The corporation and the subsidiary entities listed, having taken all necessary steps to authorize the changes, hereby grants its attorney-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 to CT Corporation, as directed and authorized by the corporation. The attorney-in-fact will not make such changes without the prior approval of the corporation.

In the execution of any documents necessary for the sole, limited purpose, set forth herein, Jennifer Quinn shall exercise the power of Vice President, Secretary and/or Manager. This Power of Attorney expires when revoked by the undersigned

IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this May 2, 2012

PHACIL, INC
A Delaware Corporation

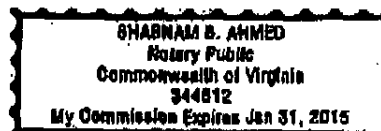
By: Thomas Shoemaker
Name: Thomas Shoemaker
Title: President/COO

State of Virginia
County of Arlington

On May 2, 2012, before me, the undersigned, a Notary Public in and for said State, personally appeared Thomas Shoemaker, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me he/she/they executed the same in his/her/their authorized capacity (ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed this instrument.

Witness my hand and official seal.

Sharnam B. Ahmed
Sharnam B. Ahmed, Notary Public



Schedule A (this is where any affiliate will go)