

P37937

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(Address)

(City/State/Zip/Phone #)

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November 5, 2009

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: HALSEY MCCORMACK & HELMER, INC.

Dear Sir/Madam:

For your information, the above company is qualified to do business in your state and we now enclose the necessary documents required to affect Change of Agent to National Corporate Research, Ltd.

In connection with this matter, we ask that you please have it filed in your office upon receipt and return the evidence to this office by means of the self-addressed envelope which we have enclosed for your convenience.

We also enclose our check made payable to your state in payment of filing fees.

Should you have any questions in regard to the above, please do not hesitate to give me a telephone call.

Sincerely,

Janine M. Bequette
Senior Client Service Specialist

JMB
ENCLOSURE
REGULAR MAIL

**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 New York in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation:

Halsey, McCormack & Helmer, Inc.

2. The principal office address:

Mancini-Duffy 39 West 13th Street New York NY 10011

3. The mailing address (if different):

4. Date of incorporation/qualification: New York Document number: P37937

5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:

Corporation Service Company

1201 Hays Street

Tallahassee FL 32301

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

National Corporate Research, Ltd., Inc.

515 East Park Avenue

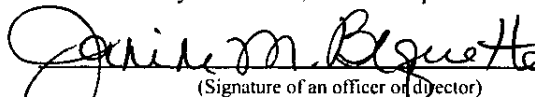
(P.O. Box NOT acceptable)

Tallahassee Florida 32301

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

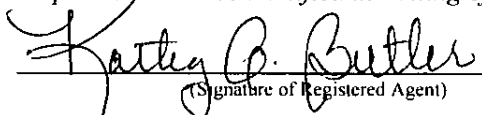
Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board, or the corporation has been notified in writing of the change.


(Signature of an officer or director)

Janine M. Bequette Power of Attorney

(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.


(Signature of Registered Agent)

11/02/2009

(Date)

If signing on behalf of an entity:

National Corporate Research, Ltd., Inc.

(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

STATE OF New York
COUNTY OF N.Y.

POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT, David C. Hannaford, CFO and Treasurer of Halsey, McCormack & Helmer, Inc. a New York State corporation ("the Company"), and of the subsidiary entities shown on the list appended hereto, does hereby appoint Janine Bequette, Lucy Dawson or Kathy Butler, Assistant Secretary of National Corporate Research, Ltd., attorney-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, in the case of entities having managers or other positions of authority rather than officers such as Authorized Person, 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 earliest to occur of (i) completion and filing of the documents necessary to effect the change in registered agent and registered office addresses contemplated herein, or (b) six (6) months after the Effective Date set forth below. The Company may revoke this Power of Attorney at any time by notice to National Corporate Research, Ltd.

IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this 26th day of OCT, 2009.

Halsey, McCormack & Helmer, Inc.

BY: [Signature]

David C. Hannaford
CFO and Treasurer

Subscribed and sworn to before me this 26th day of October, 2009.

[Signature]
Notary Public

LORRAINE THORPE
Notary Public, State of New York
No. 017H0182004
Qualified in Kings County
Commission Expires: March 10, 2012