

FILED/EFFECTIVE

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SECRETARY OF STATE
STATE OF IDAHO

STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH

Corp. # C0106033

The undersigned corporation submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the State of Idaho.

1. The name of the corporation is KEYCORP INSURANCE AGENCY USA INC.
2. The street or RFD address of its present registered office is 300 N 6th Street, Boise, ID 83701
3. The street or RFD address (not a P.O. box) to which its registered office is to be changed is 1401 Shoreline Drive, Boise, Idaho 83702
4. The name of its old registered agent is CT Corporation System
5. The name of its new registered agent is Corporation Service Company
6. The address of the registered office and the business address of the registered agent are identical.

Dated April 11, 19 2001

Signed: *Richard H. [Signature]*
Secretary (Chairman or officer of corporation)

I consent to serve as registered agent for the above-named corporation.
Corporation Service Company

Carol K Dolor
(Signature of new registered agent) Carol K Dolor, Asst. V.P.