

BCA 5.10/5.20 (Rev. Jul. 1984)

87656524

File #

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JIM EDGAR Secretary of State State of Illinois

STATEMENT OF CHANGE OF REGISTERED AGENT AND/OR REGISTERED OFFICE

This Space For Use By Secretary of State Date 12-4-87 Filing Fee \$5.00 Clerk [Signature]

Pursuant to the provisions of "The Business Corporation Act of 1983", the undersigned corporation hereby submits the following statement.

1. The name of the corporation is American Can Company

2. The State or Country of incorporation is New Jersey

3. The name and address of its registered agent and its registered office as they appear on the records of the office of the Secretary of State (Before Change) are:

Registered Agent C T Corporation System Registered Office 208 S. LaSalle Street Chicago Illinois 60604 Cook

4. The name and address of its registered agent and its registered office shall be (After All Changes Herein Reported):

Registered Agent The Prentice-Hall Corporation System, Inc. Registered Office 33 North LaSalle Street Chicago 60602 Cook

5. The address of the registered office and the address of the business office of the registered agent, as changed, will be identical.

6. The above change was authorized by: ("X" one box only)

- a. [X] By resolution duly adopted by the board of directors. (Note 5)
b. [] By action of the registered agent. (Note 6)

(If authorized by the board of directors, sign here. See Note 5)

The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirm, under penalties of perjury, that the facts stated herein are true.

Dated July 14, 1987

American Can Company

attested by Stuart M. Geschwind (Signature of Secretary or Assistant Secretary)

by John T. Andrews, Jr. (Signature of President or Vice President)

Stuart M. Geschwind, Assistant Sec. (Type or Print Name and Title)

John T. Andrews, Jr., Senior Vice President, General Counsel & Ass't. Secretary (Type or Print Name and Title)

(If change of registered office by registered agent, sign here. See Note 6)

The undersigned, under penalties of perjury, affirms that the facts stated herein are true.

Dated _____, 19____

(Signature of Registered Agent of Record)

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NOTES

1. The registered office may, but need not be the same as the principal office of the corporation. However, the registered office and the office address of the registered agent must be the same.
2. The registered office must include a street or road address, a post office box number alone is not acceptable.
3. A corporation cannot act as its own registered agent.
4. If the registered office is changed from one county to another, then the corporation must file with the recorder of deeds of the new county a certified copy of the articles of incorporation and a certified copy of the statement of change of registered office. Such certified copies may be obtained ONLY from the Secretary of State.
5. Any change of *registered agent* must be by resolution adopted by the board of directors. This statement must then be signed by the President (or vice-president) and by the Secretary (or an assistant secretary).
6. The registered agent may report a change of the *registered office* of the corporation for which he or she is registered agent. When the agent reports such a change, this statement must be signed by the registered agent.

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Form BCA-5.10/5.20

File No. _____

**STATEMENT OF CHANGE OF REGISTERED
AGENT AND/OR REGISTERED OFFICE**

Filing Fee \$5.00

JIM EDGAR
Secretary of State

DEC - 4 1987

FILED

RETURN TO:

Corporation Department
Secretary of State
Springfield, Illinois 62756
Telephone 217 - 782-7808

EXTRACT from Minutes of a
Meeting of the Board of
Directors held May 26, 1987

PRIMERICA

At the Secretary's suggestion, the Board adopted the following resolution:

RESOLVED, that the registered agent of this Corporation for service of process be changed to The Prentice-Hall Corporation System, Inc., or one of its subsidiaries or affiliates, ("Prentice-Hall") in every state in which this Corporation presently has a corporate agent for service of process and as to which one or more of the proper officers of this Corporation determine(s) that such change is advisable (and that the address of this Corporation's registered office for service of process in every such state be changed to the address of the office in such state maintained by Prentice-Hall for purposes of such agency), such determination to be conclusively evidenced by such officer(s) designation of Prentice-Hall as such agent.

* * * * *

I, Jeanne B. Steinborn, Assistant Secretary of PRIMERICA CORPORATION, a New Jersey corporation, do hereby certify that the foregoing is a true extract from minutes of a meeting of the Board of Directors of this corporation, held on the above date at which a quorum was present and acted throughout and that the resolution contained therein is in full force and effect as of this date without amendment or modification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said corporation this 10th day of June 1987.


Assistant Secretary

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JIM EDGAR
Secretary of State

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