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00789-00547-00471

9/10 FOR CORP
CUS

ACCOUNT NO. : 072100000032

REFERENCE : 736440 5158549

AUTHORIZATION :

COST LIMIT : \$ PREPAID

W02-22263

MJH

ORDER DATE : September 9, 2002

200007632902--6

ORDER TIME : 10:15 AM

-09/10/02--01035--012
*****78.75 *****78.75

ORDER NO. : 736440-005

CUSTOMER NO: 5158549

CUSTOMER: Ms. Donna Young
Conservation Services Group,
40 Washington Street

Westborough, MA 01581

RECEIVED
02 SEP 10 AM 11:40
TALLAHASSEE FLORIDA

FOREIGN FILINGS

NAME: CONSERVATION SERVICES GROUP,
INCORPORATED

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- _____ CERTIFIED COPY
- XX _____ PLAIN STAMPED COPY
- _____ CERTIFICATE OF GOOD STANDING

FILED
02 SEP 10 PM 1:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA

CONTACT PERSON: Norma Parramore -- EXT# 1147

EXAMINER: _____



RESUBMIT

Please give original
submission date as file date

FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

September 10, 2002

NORMA PARRAMORE
CSC

SUBJECT: CONSERVATION SERVICES GROUP, INCORPORATED
Ref. Number: W02000026263

We have received your document for CONSERVATION SERVICES GROUP, INCORPORATED and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6967.

Michelle Hodges
Document Specialist

Letter Number: 102A00051920

RECEIVED
02 SEP 13 AM 11:43
FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA

IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN THE STATE OF FLORIDA:

1. Conservation Services Group, Incorporated
(Name of corporation: must include the word "INCORPORATED" or "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)
2. Massachusetts 3. 22-254 7170
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. August 7, 1984 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 9/1/02
(Date corporation first conducted Affairs in Florida - See sections 617.1501, 617.1502, and 817.155, F.S.)
7. 101 East Kennedy Blvd , Suite 1490, Tampa, FL 33602
(Principal office address)
40 Washington St. Westborough, MA 01581
(Current mailing address)
8. Soliciting, obtaining orders by mail, phone and fax for operations in New York
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida 32301
(City) (Zip Code)

SECRETARIAT OF STATE
TALLAHASSEE FLORIDA
02 SEP 10 PM 1:58
FILED

10. Registered agent's acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 obligations of my position as registered agent.

Louise B. Smith
(Registered agent's signature)
Louise B. Smith, AVP

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Stephen L. Cowell, Chairman

Address: 40 Washington St., Westborough, MA 01581

Vice Chairman: Robert M. King (COO)

Address: 40 Washington Street, Westborough, MA 01581

Director: Adam L. Parker

Address: 40 Washington Street, Westborough, MA 01581

Director: Mark Dyen

Address: 40 Washington Street, Westborough, MA 01581

B. OFFICERS

CEO:
~~XXXXXXXX~~ Stephen L. Cowell, Chariman/CEO

Address: 40 Washington Street Westborough, MA 01581

Vice President: Mark Dyen, Vice President

Address: 40 Washington Street Westborough, MA 01581


~~XXXXXXXX~~ Secretary: Adam L. Parker, President

Address: 40 Washington St., Westborough, MA 01581

~~XXXXXXXX~~ COO: Robert M. King, COO

Address: 40 Washington Street, Westborough, MA 01581

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Mark Dyen, Vice President
(Typed or printed name and capacity of person signing application)

ADDENDUM

12. Names and addresses of officers and/or directors:

A. DIRECTORS

~~XXXXXXXX~~ DIRECTOR: David L. Dipietro, CFO

Address: 40 Washington St., Westborough, MA 01581

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

B. OFFICERS

~~XXXXXXXX~~ COO: Robert M. King COO

Address: 40 Washington Street, Westborough, MA 01581

~~XXXXXXXXXX~~ CFO: David L. Dipietro, CFO

Address: 40 Washington Street, Westborough, MA 01581

Secretary:

Address:

Treasurer:

Address:

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. _____
(Typed or printed name and capacity of person signing application)



William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02133

August 26, 2002

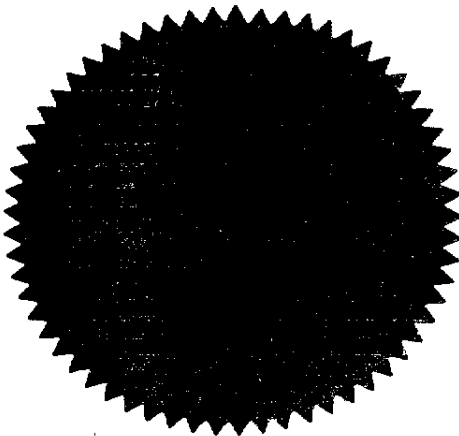
TO WHOM IT MAY CONCERN:

I hereby certify that according to the records of this office

CONSERVATION SERVICES GROUP, INC.

is a domestic corporation organized on August 7, 1984 (Chapter 180).

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 180 section 26 A, for revocation of the charter of said corporation; that the State Secretary has not received notice of dissolution of the corporation pursuant to Massachusetts General Laws, Chapter 180, Section 11, 11A, or 11B; that said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



In testimony of which,
I have hereunto affixed the
Great Seal of the Commonwealth
on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

