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STATE  
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321 ROYAL POINCIANA PLAZA, SOUTH

POST OFFICE BOX 431

PALM BEACH, FLORIDA 33480-0431

(561) 659-1770

FACSIMILE (561) 833-2261

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HAROLD G. MAASS (OF COUNSEL)

EDWARD D. LEWIS (OF COUNSEL)

BRUCE A. McALLISTER (OF COUNSEL)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RAYMOND C. ALLEY (1893-1975)  
KAREN S. MARX (1964-1994)  
DOYLE ROGERS  
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DAVID H. BAKER  
WILLIAM W. ATTERBURY III  
LOUIS L. HAMBY III  
ROBB R. MAASS  
M. TIMOTHY HANLON  
WARREN D. HAYES, SR.  
STUART J. HAFT  
DWIGHT A. MILLER

June 25, 2004

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

VIA CERTIFIED MAIL  
RETURN RECEIPT REQUESTED

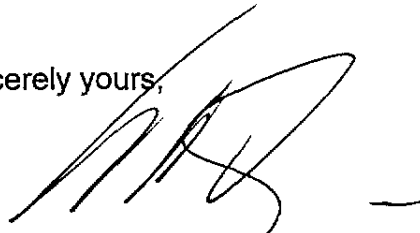
Re: Louisburg Farm, Inc.

Dear Sir or Madam:

Enclosed is an application by foreign corporation for authorization to transact business in Florida, along with a transmittal letter, original certificate of existence, and our check for \$70.00 in payment of the filing fee.

Please direct all correspondence and any inquiries concerning this matter directly to me.

Sincerely yours,



WILLIAM W. ATTERBURY III

WWA/dm  
Enclosures

232299

**TRANSMITTAL LETTER**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Louisburg Farm, Inc.

(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

William W. Atterbury III

(Name of Person)

Alley, Maass, Rogers & Lindsay, P.A.

(Firm/Company)

321 Royal Poinciana Plaza

(Address)

Palm Beach, Florida 33480

(City/State and Zip code)

For further information concerning this matter, please call:

William W. Atterbury III

(Name of Person)

at ( 561 ) 659-1770

(Area Code & Daytime Telephone Number)

**STREET ADDRESS:**

Registration Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA

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IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO  
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. Louisburg Farm, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"  
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

(State or country under the law of which it is incorporated)

3. 20-0959861

(FEI number, if applicable)

4. April 6, 2004

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification."  
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808

(Principal office address)

82 Devonshire Street F9A, Boston, Massachusetts 02109

(Current mailing address)

8. Any lawful activity

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

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

Name: William W. Atterbury III, Esq.

Office Address: 321 Royal Poinciana Plaza South

Palm Beach

(City)

, Florida 33480

(Zip code)

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.*

William W. Atterbury III  
(Registered agent's signature)

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 business addresses of officers and/or directors:

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**A. DIRECTORS**

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: Elizabeth L. Johnson

Address: 82 Devonshire F9A

Boston, Massachusetts 02109

Director: Jeffrey P. Resnik

Address: 82 Devonshire F9A

Boston, Massachusetts 02109

**B. OFFICERS**

President: Elizabeth L. Johnson

Address: 82 Devonshire F9A

Boston, Massachusetts 02109

Vice President: Jeffrey P. Resnik and Melanie S. Sommer

Address: 82 Devonshire F9A

Boston, Massachusetts 02109

Secretary: Melanie S. Sommer

Address: 82 Devonshire F9A, Boston, Massachusetts 02109

Treasurer: Jeffrey P. Resnik

Address: 82 Devonshire F9A, Boston, Massachusetts 02109

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

13.  \_\_\_\_\_

(Signature of Director or Officer listed in number 12 of the application)

14. Jeffrey P. Resnik, Vice President

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

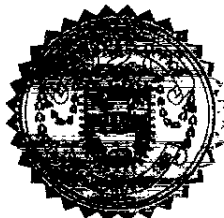
# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LOUISBURG FARM, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRD DAY OF JUNE, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

3786906 8300

AUTHENTICATION: 3150262

040414218

DATE: 06-03-04