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CT CORPORATION SYSTEM

PAGE 01/05

Division of Corporations

Page 1 of 1

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The B.E.L.L. Foundation, Inc.

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7/8/2005

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. THE B.E.L.L. FOUNDATION, INC.

(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

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

3. 043182053

(FBI number, if applicable)

4. 11/20/1992

(Date of incorporation)

5. Perpetual

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

6. upon filing of registration

(Date first conducted affairs in Florida if prior to registration. See sections 617.1501 & 617.1502, F.S. to determine penalty liability.)

7. 60 Clayton Street, Dorchester, MA 02122

(Principal office address)

60 Clayton Street, Dorchester, MA 02122

(Current mailing address)

8. provide scholarship, lending, and public interest to fellowship programs

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

9. Name and direct address of Florida registered agent: (P.O. Box NOT acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation

(City)

Florida 33324

(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.

CT Corporation System

By: Kristen Betts

(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.

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

A. DIRECTORS

Chairman: unfilled at this time

Address: _____

Vice Chairman: unfilled at this time

Address: _____

Director: Earl M. Phalen

Address: 1001 Marka Drive, #408

Quincy, MA 02171

Director: Joseph Buckley

Address: 110 Eastern Avenue

Annapolis, MD 21403 *see addendum for other directors

B. OFFICERS

President: Earl M. Phalen

Address: (same as above)

Vice President: unfilled at this time

Address: _____

Secretary: unfilled at this time

Address: _____

Treasurer: Christopher Field

Address: 37 Berkshire Street, Norfolk, MA 02050

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

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

14. Earl M. Phalen, President
(Typed or printed name and capacity of person signing application)

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Addendum to Application by Foreign Not for Profit Corporation for Authorization to Conduct its Affairs in Florida:

12A. Additional Directors:

Nicholas Bogard	2 Old Colony Rd., Weston, MA 02493
Deborah Knez	84 Chestnut St., Weston, MA 02493
John J-H Kim	292 Franklin St., Newton, MA 02458
Robert Peterkin	4 Appian Way, 4 th Fl., Cambridge, MA 02138
James S. Phalen	64 Seabury Pt. Ln., Duxbury, MA 02332
Christopher Piela	37 Berkshire St., Norfolk, MA 02056
Lauren Smith	132 Windermere Rd., Auburndale, MA 02466
Charles J. Ogletree, Jr.	68 Pemberton St., Cambridge, MA 02140

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*The Commonwealth of Massachusetts
Secretary of the Commonwealth
State House, Boston, Massachusetts 02133*

William Francis Galvin
Secretary of the
Commonwealth

June 21, 2005

TO WHOM IT MAY CONCERN:

I hereby certify that according to the records of this office

THE B.E.L.L. FOUNDATION, INC.

is a domestic corporation organized on November 20, 1992 (Chapter 180).

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 180 section 25 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.

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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

* This is not a tax clearance. Certificates certifying that all taxes due and payable by the corporation have been paid or provided for are issued by the Department of Revenue.