

ACCOUNT NO. : 07210000032

REFERENCE : 722432

4305026

AUTHORIZATION

COST LIMIT

\$ 70.00

ORDER DATE : February 27, 1998

900002443689--2

ORDER TIME : 9:47 AM

ORDER NO. : 722432-010

CUSTOMER NO: 4305026

CUSTOMER: Julianne M. Ells, Legal Asst

Sullivan & Worcester One Post Office Square

Boston, MA 02109

FOREIGN FILINGS

NAME: ATSC GP INC.

XXXX_ QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips

3/2

DIVISION OF CORP

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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:

1. ATSC GP Inc.	
[Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORP abbreviations of like import in language as will clearly indicate that it is a corporation in	
abbreviations of like import in language as will clearly indicate that it is a corporation in partnership if not so contained in the name at present.	ORATION" or words or
or partnership if not so contained in the name at present.	stead of a natural persor
2 Delaware	
State or country works the distribution of the state of t	-
, w oppnoar	ole)
4. <u>January 9, 1998</u> 5. <u>Perpetual</u>	
in a composition	
(Duration: Year corp. will cease to e	exist or "perpetual")
6. <u>January 20, 1998</u>	
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.	155 551
•	100, F.S.)
7. 116 Huntington Avenue	မှ 😇
Boston, MA 02116	MAR.
	第二字
(Current mailing address)	2
8. To come on C. T. T.	
To act as General Partner of a Limited Partnership	<u> </u>
(Purpose(s) of corporation authorized in home state or country to be carried out in the	ne state of Floridal
9. Name and street address of Florida registered agent: (P.O. Box or Mail Dro	- Reference
	th Box MO-F
Name: Corporation Service Company	
Office Address: 1201 Hays Street	
Tallahassee	
, Florida,	32301
	(Zip Code)
	(mb coce)
	(mp code)
10. Registered agent's acceptance:	
10. Registered agent's acceptance:	
10. Registered agent's acceptance: Having been named as registered agent and to accept service of process for some components of the place designated in this control in the place designated in this control in the place designated in this control in this	r the above stated
10. Registered agent's acceptance: Having been named as registered agent and to accept service of process for sorporation at the place designated in this application, I hereby accept the egistered agent and agree to act in this application, I hereby accept the egistered agent and agree to act in this application.	er the above stated the appointment as
10. Registered agent's acceptance: Having been named as registered agent and to accept service of process for sorporation at the place designated in this application, I hereby accept the gistered agent and agree to act in this capacity. I further agree to comply of all statutes relative to the proper and capacity.	er the above stated the appointment as
10. Registered agent's acceptance: Having been named as registered agent and to accept service of process for sorporation at the place designated in this application, I hereby accept the gistered agent and agree to act in this capacity. I further agree to comply of all statutes relative to the proper and capacity.	er the above stated the appointment as
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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: (Street address ONLY- P.O. Box NOT acceptable) A. DIRECTORS (Street address only- P.O. Box NOT acceptable) Chairman: See Attached Exhibit A Address: Vice Chairman: Address: Director: Address: Director: Address: B. OFFICERS (Street address only- P.O. Box NOT acceptable) President: See Attached Exhibit A Address: Vice President: _____ Address: Secretary: Address: Treasurer: Address: NOTE: If necessary, you may attach an addendum to the application listing additional officers 13. (Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. Michael B. Milsom, Vice President

Exhibit A

ATSC GP INC.

Officers:

Steven B. Dodge 116 Huntington Avenue Boston, MA 02114

Chairman, President & Chief Executive Officer

Alan L. Box 5028 Oak Crest Drive Fairfax, VA 22030

Chief Operating Officer

Joseph L. Winn 116 Huntington Avenue Boston, MA 02114

Treasurer & Chief Financial Officer

James S. Eisenstein 19 Seneca Road Sea Ranch Lakes, FL 33308 Vice President & Secretary

Vice President & Corporate Controller Executive Vice President -

Michael B. Milsom 116 Huntington Avenue Boston, MA 02114

Justin D. Benincasa 116 Huntington Avenue Boston, MA 02114

Norman A. Bikales c/o Sullivan & Worcester One Post Office Square Boston, MA 02109

Assistant Secretary

Matthew J. Gardella c/o Sullivan & Worcester One Post Office Square Boston, MA 02109

Assistant Secretary

ATSC GP INC.

Directors:

Steven B. Dodge

- Same as Above -

Alan Box

- Same as Above -

Joseph L. Winn

- Same as Above -

Thomas H. Stoner

410 Severn Avenue Annapolis, MD 21403

Arnold Chavkin

380 Madison Avenue, 12th floor

New York, NY 10017

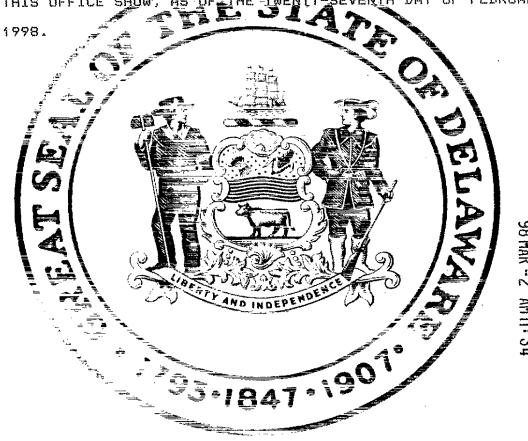
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SECRETARY OF STATE DIVISION - 2 AM II: 34

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ATSC GP 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 SEVENIH DAY OF FEBRUARY, A.D. THIS OFFICE SHOW, AS OF



Edward J. Freel, Secretary of State

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AUTHENTICATION:

02-27-98

981078041

DATE: