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CSC THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 722432 4305026

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : $ 70.00

ORDER DATE : February 27, 1998

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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

FILE 1ST

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 98 MAR -2 AM 11:34

FOREIGN FILINGS

NAME: ATSC GP INC.

XXXX QUALIFICATION (TYPE: CO)

mtn 3/2

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

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CONTACT PERSON: Brenda Phillips

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", "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.

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

3. Applied For
(FEI number, if applicable)

4. January 9, 1998
(Date of Incorporation)

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

6. January 20, 1998
(Date first transacted business in Florida. *(See sections 607.1501, 607.1502, and 817.155, F.S.)*

7. 116 Huntington Avenue
Boston, MA 02116
(Current mailing address)

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8. To act as General Partner of a Limited Partnership
(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
(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.

Corporation Service Company

By: Carol K Dobson
(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 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:

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

13. Michael B. Milsom

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

14. Michael B. Milsom, Vice President

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

Exhibit A

ATSC GP INC.

<u>Officers</u>:

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	Executive Vice President - - Corporate Development
Michael B. Milsom 116 Huntington Avenue Boston, MA 02114	Vice President & Secretary
Justin D. Benincasa 116 Huntington Avenue Boston, MA 02114	Vice President & Corporate Controller
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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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 THIS OFFICE SHOW, AS OF THE TWENTY-SEVENTH DAY OF FEBRUARY, A.D. 1998.

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Edward J. Freel, Secretary of State

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AUTHENTICATION: 8946058

DATE: 02-27-98