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ACCOUNT NO. : 072100000032
 REFERENCE : 162814 4320037
 AUTHORIZATION : *Patricia Puzio*
 COST LIMIT : \$ 70.00

ORDER DATE : March 9, 1999

ORDER TIME : 9:36 AM

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ORDER NO. : 162814-005

CUSTOMER NO: 4320037

CUSTOMER: Mr. David Mcanulty
 Tellus Institutes, Inc.
 11 Arlington Street
 Boston, MA 021163411

RECEIVED
 99 MAR 12 AM 10:38
 DIVISION OF CORPORATION

FOREIGN FILINGS

NAME: TELLUS INSTITUTE, INC.

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 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
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XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Tamara Odom

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

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

1. Tellus Institute, 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. State of New York 3. 14 1589922
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. December 1976 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Tellus Institute has proposed to work in Florida in 1999.
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 11 Arlington Street
Boston, MA 02116 (Current mailing address)
8. Tellus Institute in a nonprofit organization providing research and consulting services in the public interest. We plan to provide research to the State of Florida, Dept. of Environmental Protection.
(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: *Julia M. White*
(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: Paul D. Raskin
Address: 11 Arlington Street
Boston, MA 02116

Vice Chairman: Richard A. Rosen
Address: 11 Arlington Street
Boston, MA 02116

Director: David A. Nichols
Address: 11 Arlington Street
Boston, MA 02116

Director: John Stutz
Address: 11 Arlington Street
Boston, A 02116

B. OFFICERS (Street address only- P.O. Box NOT acceptable)

President: Paul D. Raskin
Address: 11 Arlington Street
Boston, MA 02116

Vice President: Richard A. Rosen
Address: 11 Arlington Street
Boston, MA 02116

Secretary: David A. Nichols
Address: 11 Arlington Street
Boston, MA 02116

Treasurer: David A. Nichols
Address: 11 Arlington Street
Boston, MA 02116

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

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

14. DAVID McANULTY, ADMINISTRATIVE DIRECTOR
(Typed or printed name and capacity of person signing application)

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TELLUS INSTITUTE

ADDITIONAL DIRECTORS

Stephen S. Bernow
11 Arlington Street
Boston, MA 02116

Allen L. White
11 Arlington Street
Boston, MA 02116

ADDITIONAL OFFICERS

John K. Stutz
11 Arlington Street
Boston, MA 02116

Stephen S. Bernow
11 Arlington Street
Boston, MA 02116

Allen L. White
11 Arlington Street
Boston, MA 02116

David R. McAnulty
11 Arlington Street
Boston, MA 02116

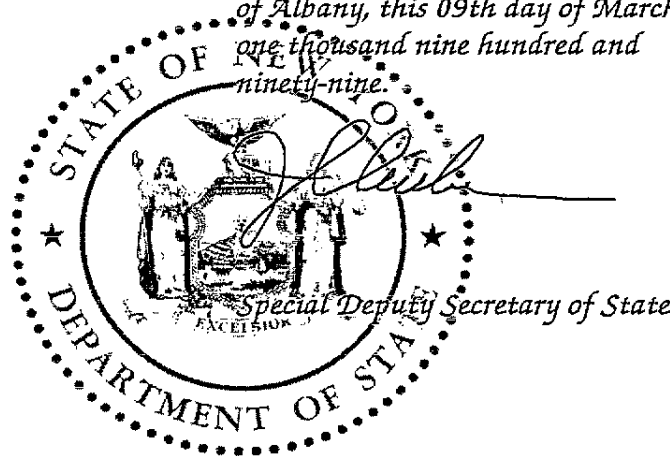
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State of New York } ss:
Department of State

I hereby certify, that the certificate of incorporation of TELLUS INSTITUTE, INC. was filed on 12/22/1976, under the name of ENERGY SYSTEMS RESEARCH GROUP, INC., as a Not-for-Profit corporation and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

A Certificate of Amendment ENERGY SYSTEMS RESEARCH GROUP, INC., changing name to TELLUS INSTITUTE, INC., was filed 12/29/1989.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 09th day of March
one thousand nine hundred and
ninety-nine.



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