

M0000000 1145

Document Number

C T CORPORATION SYSTEM

Requestor's Name
 660 East Jefferson Street
 Address
 Tallahassee, FL 32301 (850)222-1092
 City State Zip Phone

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 ****125.00 ****125.00

CORPORATION(S) NAME

The Talaria Company, LLC

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Limited Liability Partnership
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Annual Report
- Reservation
- Photo Copies
- Call if Problem
- Will Wait
- Merger
- Mark
- Other
- Change of R.A.
- Fictitious Name
- CUS
- After 4:30
- Pick Up

Registration

00 JUN 13 PM 1:00
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

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 6/13

00 JUN 13 AM 11:49
 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE FLORIDA

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 LAURA EARNEST

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W.P. Verifier

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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. The Talaria Company, LLC
(Name of foreign limited liability company)

2. Delaware 3. 01-0523447
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 12/29/98 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. Pending authority
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. One International Place
Boston, MA 02110
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here

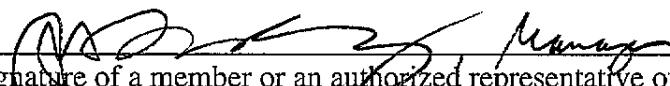
9. The usual business addresses of the managing members or managers are as follows:

Alexander H. Spaulding, One International Place, Boston, MA 02110

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TALLAHASSEE FLORIDA

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Activities related to
the construction, servicing and sale of boats.


Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)
Alexander H. Spaulding
Typed or printed name of signee

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

The Talaria Company, LLC

2. The name and the Florida street address of the registered agent and office are:

C T Corporation System

(Name)

c/o C T Corporation System, 1200 South Pine Island Road

Florida street address (P.O. Box NOT ACCEPTABLE)

Plantation

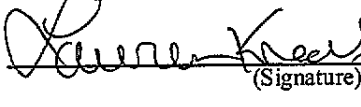
FL 33324

City/State/Zip

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TALLAHASSEE FLORIDA
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Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..

C T Corporation System


(Signature)

LAUREN H. KREATZ,
SPECIAL ASSISTANT SECRETARY

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE TALARIA COMPANY, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWELFTH DAY OF JUNE, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

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00 JUN 13 PM 1:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0491481

DATE: 06-12-00