



THE UNITED STATES
CORPORATION
COMPANY

F94000006100

ACCOUNT NO. : 072100000032

REFERENCE : 340851 4304937

AUTHORIZATION : Patricia Pygott

COST LIMIT : \$ 61.25

ORDER DATE : April 23, 1997

ORDER TIME : 9:48 AM

000002153660--2

ORDER NO. : 340851-005

CUSTOMER NO: 4304937

CUSTOMER: Anne T. Leland, Legal Asst
Mintz, Levin, Cohn, Ferris,
One Financial Center

Boston, MA 02111

FOREIGN FILINGS

NAME: ESSEX PARTNERS, INC.

FILED
97 APR 24 PM 4:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING (3)

CONTACT PERSON: Warren Whittaker

copy + clerk D.R. per S.P.

4/28

Jon
Name Change
C. U.S. 3

X(2,356,01042,00672

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 24, 1997

CSC
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: ESSEX PARTNERS INCORPORATED
Ref. Number: F94000006100

RESUBMIT
Please give original
submission date as file date.

We have received your document for ESSEX PARTNERS INCORPORATED and the authorization to debit your account in the amount of \$61.25. However, the document has not been filed and is being returned for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

If you have any questions concerning the filing of your document, please call (904) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 397A00021267

RECEIVED
APR 28 AM 9 57
97

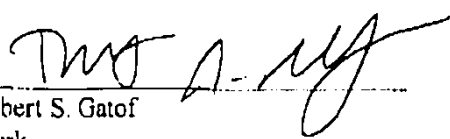
NORTHLAND INVESTMENT CORPORATION

CLERK'S CERTIFICATE

I, Robert S. Gatof, Clerk of Northland Investment Corporation, a Corporation duly organized under the laws of the Commonwealth of Massachusetts, does hereby certify that the following is a true and correct copy of a Vote of the Board of Directors of said Corporation, adopted at a Special Meeting held on the 24th day of April, 1997.

VOTED. That, inasmuch as this Corporation desires to transact business in the State of Florida, and inasmuch as the Board of Directors has been advised that the name of this Corporation is not available for corporate use in the State of Florida, this Corporation adopt the alternate name **Essex Northland Investment Corporation** for use in transacting business in the State of Florida pursuant to Section 607.1506, Florida Business Corporation Act; and

VOTED: That the officers of the Corporation be and hereby are authorized and directed to cause any and all required documents to be prepared, executed, and filed so that this Corporation may obtain a Certificate of Authority pursuant to the Florida Business Corporation Act, and to cause this Corporation to use the said alternate name in the transaction of business in the State of Florida.


Robert S. Gatof
Clerk

TRADOC'S 1018767 1 (0%3301: doc)

FILED
97 APR 24 PM 4:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)


SECTION I
(1-3 MUST BE COMPLETED)

FILED
97 APR 24 PM 4:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Essex Partners Incorporated
Name of corporation as it appears on the records of the Department of State.
2. Massachusetts
Incorporated under laws of
3. 11-30-94
Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? January 1, 1997
5. Northland Investment Corporation
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.
- _____
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
- _____
New Jurisdiction


Signature

Jeremy J. M. Hubball
Typed or printed name

April 22 1997
Date

President
Title



William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02133

April 23, 1997

TO WHOM IT MAY CONCERN:

I hereby certify that the records of this office show that

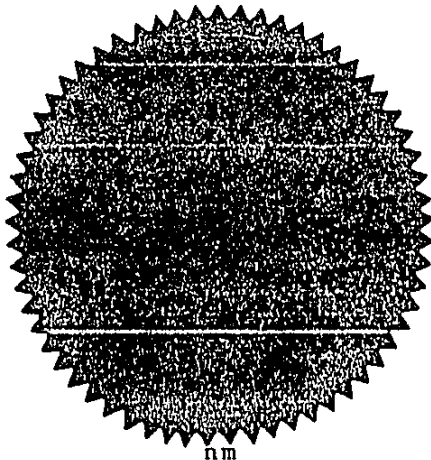
Essex Partners Incorporated
was incorporated under the General Laws of this Commonwealth on

November 5, 1991

I further certify that by articles of amendment filed on January 1, 1997
the name of said corporation was changed to

Northland Investment Corporation

and said corporation still has legal existence.



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

* MGL Chapter 156B, § 83A provides that certain consolidations and mergers may be filed with the Division within thirty days after the effective date of the merger or consolidation.