

F98000006861

Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
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Attn: Jeff Netherton

CORPORATION(S) NAME

700002714567--4

-12/17/98--01058--022

*****70.00 *****70.00

Starboard Holdings, Ltd. Incorporated

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Acknowledgement _____
W.P. Verifier _____

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OFFICE OF CORPORATION

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. Starboard Holdings, Ltd. incorporated

(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. Barbados

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

3. applied for

(FEI number, if applicable)

4. September 10, 1998

(Date of incorporation)

5. Perpetual

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

6. Upon qualification

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. Chancery House, High Street, Bridgetown, Barbados

(Current mailing address)

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8. International business.

(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:

Name: C T Corporation System

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

Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

Vicky Goldstein

(Registered agent's signature) (Officer)

VICKY GOLDSTEIN
SPECIAL ASSISTANT SECRETARY

(Type Name and Title of Officer)

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:

A. DIRECTORS

Chairman: Bradley M. Bloom

Address: One Boston Place

Boston, Massachusetts 02108

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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Treasurer: _____

Address: _____

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

13. _____

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

14. Christopher Hadley, Vice President and Assistant Secretary

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

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
Starboard Holdings, Ltd. incorporated**

1. David R. Peeler, Vice President/Secretary
One Boston Place
Boston, Massachusetts 02108
2. Christopher Hadley, Vice President/Assistant Secretary
One Boston Place
Boston, Massachusetts 02108
3. Liza Harridyal-Sodha, Assistant Secretary
One Boston Place
Boston, Massachusetts 02108

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BARBADOS

I, **DIANNA DORALENE GREENIDGE**, Acting Deputy Registrar of Corporate Affairs and Intellectual Property Office, Clarence Greenidge House, Keith Bourne Complex, Belmont Road in the Parish of Saint Michael and in the Island of Barbados, and as such a Notary Public do hereby CERTIFY as follows:


As Acting Deputy Registrar of Corporate Affairs and Intellectual Property I have custody of all records relating to the registration of Companies in this Island.

The Company **STARBOARD HOLDINGS LTD.** was incorporated on the 10th day of September, One thousand nine hundred and ninety-eight as a Foreign Sales Corporation under the Companies Act Chapter 308 of the Laws of Barbados and is registered in the Companies Register.

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Given under my hand as Acting Deputy Registrar and Seal of Office as Notary Public of this Island this **8th** day of **December** One thousand nine hundred and ninety-eight.


Acting Deputy Registrar and as such a Notary Public in and for the Island of