

F000000001334

KROKIDAS & BLUESTEIN LLP

ATTORNEYS

141 TREMONT STREET

BOSTON, MASSACHUSETTS 02111

RICHARD M. BLUESTEIN
MARIA J. KROKIDAS
SAMUEL NAGLER
JANET STECKEL LUNDBERG
ROBERT J. GRIFFIN
KAREN J. KEPLER
VINCENT J. PISEGNA
PAUL V. HOLTZMAN

TELEPHONE
(617) 482-7211
TELECOPIER
(617) 482-7212

ELKA T. SACHS
ANTHONY J. CICHIELLO
JENNIFER GALLOP
BRENDA DAVIS HARSHAM
LORI LOCASCIO
JAMES L. BUECHL
OF COUNSEL

February 28, 2000

Qualification / Tax Lien Section

Division of Corporations

P.O. Box 6327

Tallahassee, FL 32314

400003159184--1

-03/06/00--01145--001

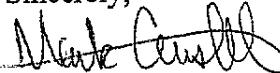
*****87.50 *****87.50

Re: Foreign Corporation Application

Dear Sir or Madam:

In addition to the certified copy for which the check covers the cost, can you please time stamp the enclosed copy set and return in the self addressed stamped envelope. Please call me at the above number if you have any questions. Thank You.

Sincerely,



Mark Constable
Paralegal

FILED
MAR -6 AM 11:26
STATE
TALLAHASSEE, FLORIDA

nan Profit

Name	3/13/00
Availability	acc
Document Examiner	
Updater	acc
Updater Verifier	acc
Acknowledgement	acc
W. P. Verifier	acc

F000000001334

**APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR
AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR
AUTHORIZATION TO CONDUCT ITS AFFAIRS IN THE STATE OF FLORIDA:*

1. Alliance Human Services, Inc.
(Name of corporation: must include the word "INCORPORATED" or "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. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)
2. Massachusetts 3. 04-3476887
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. June 21, 1999 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Corporation has not yet begun conducting affairs in Florida
(Date corporation first conducted Affairs in Florida -
See sections 617.1501, 617.1502, and 817.155, F.S.)
7. Alliance Human Services, Inc.
49 Lexington St., Suite 5, Newton, MA 02465
(Current mailing address)
8. See attached
(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:

CT Corporation
(Name)
1200 South Pine Island Road
(Office address)
Plantation, Florida, 33324
(City) (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.

Barbara A. Burke

(Registered agent's signature)

**BARBARA A. BURKE
SPECIAL ASSISTANT SECRETARY**

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

FILED
00 MAR -6 AM 11:26
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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)

Director

Chairman: Edward M. Murphy

Address: 88 Edgewater Road
Needham, MA 02192

Vice Chairman: _____

Address: _____

Director: Reverend Jerome J. Jarisko

Address: 21 Walnut Road
Holliston, MA 01746

Director: Michael O. Jennings, Esq.

Address: 73 Chestnut Street
Springfield, MA 01103

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

President: Edward M. Murphy

Address: 88 Edgewater Road
Needham, MA 02192

Vice President: _____

Address: _____

Secretary: Edward M. Murphy

Address: 88 Edgewater Road, Needham, MA 02192

Treasurer: Edward M. Murphy

Address: 88 Edgewater Road, Needham, MA 02192

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

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

Edward M. Murphy, President
(Typed or printed name and capacity of person signing application)

FILED
00 MAR -6 AM 11:26
TALBOT, FLORIDA

The corporation is formed to receive and administer funds exclusively for educational and charitable purposes without pecuniary gain or profit, incidental or otherwise. Its purpose shall be:

1. To service the needs of individuals of every race, religion and nationality by providing a continuum of services that promotes their personal health, well-being and independent functioning, including suitable housing, physical and mental health care, civic, cultural and recreational activities and an overall environment conducive to dignity and independence, all specially designed to meet their physical, emotional, recreational, social and health needs;
2. To provide educational and rehabilitative services for elderly individuals and for individuals with physical disabilities, autism, developmental disabilities, behavioral disorders and mental illness, and the families of such individuals; to conduct and disseminate the results of research concerning the education and rehabilitation of these individuals; to provide training and consultation for professionals and organizations providing services to these individuals;
3. To provide custodial care and services to children, to develop and operate programs for temporarily dislocated youth which attend to their immediate needs for housing, food, medical attention and emotional support, and which provide educational, counseling and other services enabling the youth and their families to develop and implement long-term living arrangements, and to care for and assist in the maintenance and supervision of children whose parents or guardians work, by providing such children shelter and care and food during the time when their parents or guardians are at work;
4. To provide community health and human services that are valued by the corporation's clients and community, to promote awareness of good health practices, and to remove obstacles in the community to the achievement of good health;
5. To provide treatment for alcoholism and substance abuse and educational programming pertaining to alcoholism and substance abuse; and
6. To enlist community resources in a substantial and coordinated effort to alleviate and prevent the problems affecting the personal health, well-being and independent functioning of children and adults, and to stimulate by its example and otherwise, a concern for the problems affecting the personal health, well-being and independent functioning of children and adults.

The corporation is formed solely for the above charitable and educational purposes, provided that it may have such other non-profit purposes as are permissible for a corporation organized under M.G.L. c. 180 and exempt from federal income taxation pursuant to Section 50(c)(3) of the Internal Revenue Code (the "Code"), or corresponding provisions of any

subsequent federal tax laws, and for a corporation contributions to which are deductible under Section 170(c)(2) of the Code or corresponding provisions of any subsequent federal tax laws.

1591\0001\85737.1



William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02133

February 4, 2000

To Whom It May Concern :

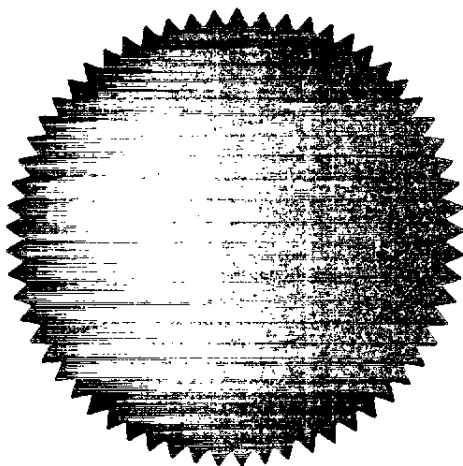
I hereby certify that,

ALLIANCE HUMAN SERVICES, INC.

appears by records of this office to have been incorporated under the General Laws of this Commonwealth on **June 21, 1999**.

I also certify that so far as appears of record here, said corporation still has legal existence.

FILED
00 MAR - 6 AM 11:26
STATE
TREASURER, FLORIDA



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