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FILED STATE
SECRETARY OF CORPORATIONS
00 MAR 23 PM 3:46

ACCOUNT NO. : 072100000032
REFERENCE : 634521 4313369
AUTHORIZATION : *Patricia Pigato*
COST LIMIT : \$ 70.00

ORDER DATE : March 22, 2000

ORDER TIME : 11:52 AM

ORDER NO. : 634521-040

CUSTOMER NO: 4313369

0000003181760--4

CUSTOMER: Clifford Esher, Paralegal
Day, Berry & Howard
260 Franklin Street

Boston, MA 02110-3179

FOREIGN FILINGS

6

NAME: THE GLOBAL RISK EXCHANGE, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

RECEIVED
00 MAR 23 PM 12:53
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CONTACT PERSON: Tamara Odom

BK 3/23/00

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

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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. The Global Risk Exchange, 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. Delaware
(State or country under the law of which it is incorporated)

3. 05-0508110
(FEI number, if applicable)

4. 11/12/99
(Date of incorporation)

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

6. Upon qualification

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. a. 10 Abbott Park Place, 5th Floor, Providence, RI 02903.
(Principal office address)

b. 10 Abbott Park Place, 5th Floor, Providence, RI 02903
(Current mailing address)

8. Please see the attached Rider B.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Corporation Service Company
Name: _____

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.



(Registered agent's signature)
Carol K. Dolor, Asst. Vice President

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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See Attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See Attached

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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. Andrew J. Berry, President

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

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RIDER A
to
Application for Certificate of Authority
The Global Risk Exchange, Inc.

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DIRECTORS

Andrew Berry	10 Abbott Park Place, 5th Floor, Providence, RI 02903
John Bowman	10 Abbott Park Place, 5th Floor, Providence, RI 02903
Matthew Flanagan	10 Abbott Park Place, 5th Floor, Providence, RI 02903
John Rubens	10 Abbott Park Place, 5th Floor, Providence, RI 02903

OFFICERS

PRESIDENT

Andrew Berry	10 Abbott Park Place, 5th Floor, Providence, RI 02903
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EXECUTIVE VICE PRESIDENT

Matthew Flanagan	10 Abbott Park Place, 5th Floor, Providence, RI 02903
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TREASURER

John Rubens	10 Abbott Park Place, 5th Floor, Providence, RI 02903
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SECRETARY

John Bowman	10 Abbott Park Place, 5th Floor, Providence, RI 02903
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RIDER B

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Purpose

The purpose for which the Corporation is organized is to develop communications products and services, including information technology, electronic Internet e-commerce web sites, and any other purposes permitted by state law.

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE GLOBAL RISK EXCHANGE, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIFTH DAY OF FEBRUARY, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

3125438 8300

001094722

AUTHENTICATION: 0279224

DATE: 02-25-00