



FOU0000002248

ACCOUNT NO. : 072100000032

REFERENCE : 669181 4304990

AUTHORIZATION

Patricia Pizoto

COST LIMIT : \$ 78.75

ORDER DATE : April 19, 2000

ORDER TIME : 9:37 AM

ORDER NO. : 669181-005

CUSTOMER NO: 4304990

300003220523-6

CUSTOMER: Ms. Dasha Tcherniakovskaia
Ropes & Gray
One International Place

Boston, MA 02110-2624

FOREIGN FILINGS

NAME: BIGWHEEL PARTNERS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR 24 AM 11:55

RECEIVED
00 APR 24 AM 11:27
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32304

BZ
4/24

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: BigWheel Partners, Inc.
(Name of corporation - must include suffix)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR 24 AM 11:55

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

(Name of Person)

(Firm/Company)

(Address)

(City/State/Zip)

Should you need to call someone concerning this matter, please call:

_____ at (_____) _____
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR 24 AM 11:55
NSA/T
D TO

1. BigWheel Partners, Inc.

2 Delaware

3. 06-1576717

4. March 27, 2000

5. perpetual

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

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7 152 West 57th Street

New York, NY 10019

8. To engage in any lawful act or activity for which corporations may be organized

(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)

Name: Corporation Service Company

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.

Corporation Service Company

By: Susan A. Virtrees, Asst. Secy
(Registered agent's signature)

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: (Street address **ONLY** - P.O. Box **NOT** acceptable)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

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

14. John Q. Anderson, Chairman
(Typed or printed name and capacity of person signing application)

OFFICERS / DIRECTORS RIDER

Directors:

<u>NAME</u>	<u>ADDRESS</u>
John Q. Anderson	c/o BigWheel Partners, Inc. 152 West 57th Street New York, NY 10019
Peter Lamm	Same
W. Gregg Smart	Same
Richard C. Dresdale	Same

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Officers:

	<u>NAME</u>	<u>ADDRESS</u>
President:	John Q. Anderson	c/o BigWheel Partners, Inc. 152 West 57th Street New York, NY 10019
Vice President and Treasurer:	Lawrence Teitelbaum	Same
Vice President and Secretary:	W. Gregg Smart	Same

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To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: BigWheel Partners, Inc.
(Name of corporation - must include suffix)

FILED
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DIVISION OF CORPORATIONS
00 APR 24 AM 11:53

Dear Sir or Madam:

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State of Delaware
Office of the Secretary of State

PAGE 1

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR 24 AM 11:55

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BIGWHEEL PARTNERS, 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 NINETEENTH DAY OF APRIL, 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

3201572 8300

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AUTHENTICATION: 0391745
DATE: 04-19-00