

F0000000006250

(Requestor's Name)

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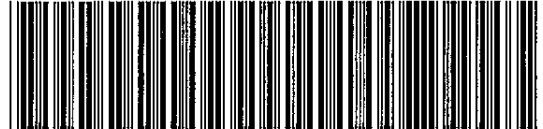
(Business Entity Name)

(Document Number)

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FILED  
05 DEC 27 PM 12:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SP  
Amendment changing  
From a NP to a  
PROFIT - changing  
Name - 12/28/05

# Verrill Dana<sub>LLP</sub>

Attorneys at Law

EMILY L. KAHN  
ATTORNEY  
ekahn@verrilldana.com  
Direct: 207-253-4548

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PORTLAND, MAINE 04112-0586  
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December 22, 2005

**VIA FEDEX**

Ms. Susan Payne  
Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Amendment to Authorization to Transact Business in Florida for  
TimeWise Management Systems, Inc (f/k/a MEP Management Services, Inc.)

Document # F00000006250

Dear Ms. Payne:

Further to our December 20<sup>th</sup> phone conversation, we enclose for filing on behalf of the TimeWise Management Systems, Inc. ("TimeWise"), a Delaware business corporation (formerly known as MEP Management Services, Inc., a Delaware non-stock, not-for-profit corporation), an Application by Foreign Corporation for Authorization to Transact Business in Florida, which is submitted as an *amendment* to the Application by Foreign Not for Profit Corporation for Authorization to Conduct its Affairs in Florida filed by MEP Management Services, Inc. (now TimeWise) on November 2, 2000 (document # F00000006250).

Also enclosed is a certified copy of the Restated Certificate of Incorporation of TimeWise evidencing the change in status from a non-stock, not-for-profit corporation to a business corporation and a subsequent amendment changing the number of authorized shares of the corporation from 50,000 to 3,000, each issued by the Delaware Secretary of State, as well as Return a check in the amount of \$35.00 to cover the associated filing fee.

At your earliest convenience, please forward a file-stamped copy of the Application by Foreign Corporation for Authorization to Transact Business to me in the enclosed self-addressed, postage-paid envelope.

✓ December 22, 2005

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Thank you for your attention to these matters. Please contact me immediately at (207) 253-4548 or [ekahn@verrilldana.com](mailto:ekahn@verrilldana.com) with any questions regarding these filings.

Very truly yours,

A handwritten signature in black ink, appearing to read "Emily L. Kahn". The signature is fluid and cursive, with a long horizontal stroke extending to the right.

Emily L. Kahn

ELK/rjs

Enclosures

cc: Cynthia E. Adams (w/ encl.)  
Chris Smith (w/ encl.)

AMENDED

**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. TimeWise Management Systems, Inc. (Originally qualified under MEP MANAGEMENT SERVICES, INC. - name changed 9/22/05 in DE)  
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. 01-0529870  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 10/1/99 5. perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. N/A  
(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. 1180 Celebration Blvd., Suite 103, Celebration, FL 34747  
(Principal office address)
- same  
(Current mailing address)

8. provision of management and consulting services to manufacturers and manufacturing extension partnerships  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

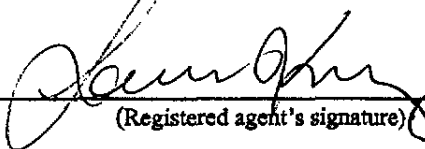
9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Rd.  
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.*

  
(Registered agent's signature)

LAUREN H. KREATZ,  
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 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:

FILED  
05 DEC 27 PM 12:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**A. DIRECTORS**

Chairman: Sole Director: Rodney P. Rodrigue

Address: 1180 Celebration Blvd., Suite 103  
Celebration, FL 34747

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS**

President: See attached Exhibit A

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 Director or Officer listed in number 12 of the application)

14. Rodney P. Rodrigue

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

**Exhibit A****TIMEWISE MANAGEMENT SYSTEMS, INC. OFFICERS AND DIRECTORS**

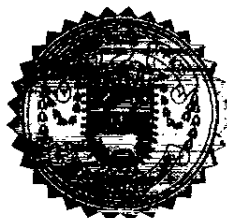
<b>Title</b>	<b>Name</b>	<b>Business Address</b>
President/ Chief Executive Officer/ Sole Director	Rodney P. Rodrigue	1180 Celebration Blvd., Suite 103 Celebration, FL 34747
Secretary/ Treasurer/ Chief Financial Officer	Olga Della-Pupa	500 West Cummings Park, Suite 6500 Woburn, MA 01801
Vice President for Government and Public Relations	Muriel Mosher	87 Winthrop Street, Augusta, ME 04330
Vice President for Strategic Planning	Terry Shehata	87 Winthrop Street, Augusta, ME 04330
Vice President for Business Development	Don Chappell	87 Winthrop Street, Augusta, ME 04330
Vice President for Advanced Resource Development	John DuBois	87 Winthrop Street, Augusta, ME 04330
Vice President of Western Operations	Dennis Grogan	1025 Ocean Avenue Santa Monica, CA 90403
Assistant Secretary	Gregory S. Fryer	One Portland Square, P.O. Box 586, Portland, ME 04112-0586

# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "MEP MANAGEMENT SERVICES, INC.", CHANGING ITS NAME FROM "MEP MANAGEMENT SERVICES, INC." TO "TIMEWISE MANAGEMENT SYSTEMS, INC.", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF SEPTEMBER, A.D. 2005, AT 10:51 O'CLOCK A.M.



3105695 8100

051048229

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 4393157

DATE: 12-21-05

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 11:49 AM 09/22/2005  
FILED 10:51 AM 09/22/2005  
SRV 050776044 - 3105695 FILE

**AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
of  
MEP MANAGEMENT SERVICES, INC.**

MEP MANAGEMENT SERVICES, INC. (formerly known as Northeast MEP Services, Inc) (the "Corporation") was originally organized as a non-profit, non-stock corporation pursuant to a Certificate of Incorporation filed with the Secretary of State of the State of Delaware on October 1, 1999, which Certificate was amended on March 16, 2000, and later amended and restated on December 2, 2004.

THE CORPORATION DOES HEREBY CERTIFY that the Board of Directors of the Corporation has adopted a resolution setting forth a proposed amendment and restatement of the Certificate of Incorporation of the Corporation, which resolution was duly authorized and approved in accordance with the applicable provisions of Sections 141(f), 242, and 245 of the General Corporation Law of the State of Delaware. The resolution setting forth the amendment and restatement appears below.

\* \* \*

**RESOLVED:** That the Certificate of Incorporation of the Corporation, as heretofore amended or supplemented, be hereby amended and restated to read in its entirety as follows:

**FIRST:** The name of the Corporation shall henceforth be "TimeWise Management Systems, Inc."

**SECOND:** The address of the Corporation's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

**THIRD:** The purpose of the Corporation is to provide management-related services to public and private organizations and entities, and also to engage in any other lawful act or activity permitted under the Delaware General Corporation Law ("DGCL"). The Corporation shall henceforth conduct its activities as a business corporation on a for-profit basis.

**FOURTH:** The total number of shares of all classes of stock which the Corporation shall have authority to issue is 100,000 shares, of which (i) 50,000 shares shall be voting Common Stock, \$.01 par value per share (the "Voting Common Stock") and (ii) 50,000 shares shall be nonvoting Common Stock, \$.01 par value per share (the "Nonvoting Common Stock").

Except as set forth in this Article Fourth, the Voting Common Stock and the Nonvoting Common Stock (together, the "Common Stock") shall have the same rights and privileges and shall rank equally, share ratably and be identical in all respects as to all matters.

1. **Voting Rights.** The holders of Voting Common Stock will be entitled to one vote per share at all meetings of the stockholders (and written actions in lieu of meetings) with respect to any matter to be voted on by the Corporation's stockholders, and except as otherwise required by the DGCL, the holders of Nonvoting Common Stock will have no right to vote their shares of Nonvoting Common Stock on any matters to be voted on by the Corporation's stockholders.



2. Dividends. Subject to all provisions of this Article Fourth, the holders of the Common Stock shall be entitled to receive dividends when and as declared by the Board of Directors of the Corporation, out of any funds legally available for such purpose. When and as dividends are declared thereon, whether payable in cash, property or securities of the Corporation, the holders of Voting Common Stock and the holders of Nonvoting Common Stock will be entitled to share, ratably according to the number of shares of Voting Common Stock or Nonvoting Common Stock held by them, in such dividends; provided, that if dividends are declared which are payable in shares of Voting Common Stock or Nonvoting Common Stock, dividends will be declared which are payable at the same rate on both classes of Common Stock, and the dividends payable in shares of Voting Common Stock will be payable only to the holders of Voting Common Stock, and the dividends payable in shares of Nonvoting Common Stock will be payable only to the holders of Nonvoting Common Stock.

3. Subdivisions, Combinations and Mergers. If the Corporation shall in any manner split, subdivide or combine the outstanding shares of Voting Common Stock or Nonvoting Common Stock, the outstanding shares of the other such class of the Common Stock shall likewise be split, subdivided or combined in the same manner proportionately and on the same basis per share. In the event of any merger, statutory share exchange, consolidation or similar form of corporate transaction involving the Corporation (whether or not the Corporation is the surviving entity), the holders of Voting Common Stock and the holders of Nonvoting Common Stock shall be entitled to receive the same per share consideration, if any, except that any securities received by holders of Voting Common Stock in consideration of such stock may have full or any other voting rights and any securities received by holders of Nonvoting Common Stock in consideration of such stock may be non-voting to the same extent as the Nonvoting Common Stock is non-voting.

4. Liquidation Rights. In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, or any distribution of any of its assets to any of its stockholders other than by dividends from funds legally available therefor, and other than payments made upon redemptions or purchases of shares of the Corporation, the holders of Voting Common Stock and Nonvoting Common Stock shall be entitled to share, ratably according to the number of shares of Voting Common Stock or Nonvoting Common Stock held by them, in the remaining assets of the Corporation available for distribution to its stockholders.

FIFTH: The number of authorized shares of either the Voting Common Stock or the Nonvoting Common Stock, or both, may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the Voting Common Stock, irrespective of the provisions of Section 242(b)(2) of the DGCL.

SIXTH: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the Corporation is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws of the Corporation.

SEVENTH: The number of directors of the Corporation shall be determined in the manner set forth in the Bylaws of the Corporation.

EIGHTH: Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

NINTH: Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws of the Corporation may provide. The books of the Corporation may be kept outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in

the Bylaws of the Corporation.

**TENTH:** A director of this Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent the exculpation from liability is not permitted under the DGCL as in effect at the time such liability is determined. No amendment or repeal of this Article Tenth shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal. If the DGCL is amended, after approval by the stockholders of this Article Tenth, to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the DGCL as so amended.

**ELEVENTH:** To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers and agents of the Corporation (and any other persons to which the DGCL permits the Corporation to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the DGCL.

Any amendment, repeal or modification of the foregoing provisions of this Article Eleventh shall not adversely affect any right or protection of any director, officer or other agent of the Corporation existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions of such director, officer or other agent occurring prior to, such amendment, repeal or modification.

\* \* \*

IN WITNESS WHEREOF, this Amended and Restated Certificate of Incorporation has been signed by its authorized officer, this 20<sup>th</sup> day of September 2005.

MEP MANAGEMENT SERVICES, INC.

By: 

Rodney P. Rodriguez  
Its President