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ACCOUNT NO. : 072100000032
 REFERENCE : 130925 4812609
 AUTHORIZATION : *Patricia Pizutto*
 COST LIMIT : \$ 70.00

01 APR 30 PM 12:57
 FILED
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

ORDER DATE : April 27, 2001

ORDER TIME : 3:44 PM

ORDER NO. : 130925-020

CUSTOMER NO: 4812609

900004093409--4

CUSTOMER: George Tuttle, Legal Assistant
 Holland & Knight Llp
 10 St. James Avenue
 11th Floor
 Boston, MA 02116

FOREIGN FILINGS

C

NAME: AUTOSPACE CORPORATION

★ ★ FILE 1ST ★ ★

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward -- EXT# 1135

EXAMINER: _____

RECEIVED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 2001 APR 30 PM 3:50
 NOT NECESSARY
 TO ACKNOWLEDGE
 SUFFICIENCY OF FILING

AK 4/30


RESOLUTION OF BOARD OF DIRECTORS

01 APR 30 PM 12:57
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
march 15

I, the undersigned Ladd M. Levis-Thorne, President of Autospace Corporation, do hereby certify that this Resolution of the Board of Directors of Autospace Corporation, a corporation duly organized and existing under the laws of the State of Delaware, was duly adopted on ~~February~~ ^{march} 2001.

Be it resolved, that Autospace Corporation, organized and existing in the State of Delaware, hereby adopts the name Autospace Systems Corporation for use in the State of Florida.

Date: ~~February~~ ^{march 15,} 2001



Ladd M. Levis-Thorne, President

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.

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

1. Autospace Corporation doing business in Florida as Autospace Systems Corporation
(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 3. 04-3258581
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. March 15, 2001 5. Perpetual
(Date of incorporation) (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. One Design Center Place, Suite 715, Boston, MA 02210
(Principal office address)
One Design Center Place, Suite 715, Boston, MA 02210
(Current mailing address)
Design, manufacture and sale of mechanical parking systems.

8. _____
(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
(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.

Corporation Service Company
[Signature] ACT. V.P.
(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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

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. Ladd M. Levis-Thorne
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Ladd M. Levis-Thorne, President
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

AUTOSPACE CORPORATION

List of Officers and Directors

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

<u>Name</u>	<u>Title</u>	<u>Residence Address</u>	<u>Business Address</u>
Ladd M. Levis-Thorne	President and Director	28 Guild Road Dedham, MA 02026	One Design Center Place, Suite 715 Boston, MA 02210
James N. Levis	VP, Treasurer and Director	8 Warren Street Lexington, MA 02420	One Design Center Place, Suite 715 Boston, MA 02210
Pradip Tandon	Secretary	158 Union Street Norfolk, MA 02056	One Design Center Place, Suite 715 Boston, MA 02210
Ross Farrar	Director	14 Rawson Road Brookline, MA 02446	One Design Center Place, Suite 715 Boston, MA 02210
Charles Redmon	Director	1050 Massachusetts Ave. Cambridge, MA 02138	One Design Center Place, Suite 715 Boston, MA 02210
William Box	Director	300 Leucadendra Drive Coral Gables, FL 33156	One Design Center Place, Suite 715 Boston, MA 02210

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AUTOSPACE CORPORATION" 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-SEVENTH DAY OF APRIL, A.D. 2001.

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

FILED
APR 30 PM 12:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3369111 8300

AUTHENTICATION: 1103477

010203275

DATE: 04-27-01