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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DATE: 10-11-02

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~~ACCOUNT: FCA0000000015~~

~~AUTHORIZATION: ABBIE PAUL HODGE~~

J. BRYAN OCT 11 2002

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Madison Boulder Corp.

(Name of corporation - must include suffix)

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:

Suzanne M. Poitras

(Name of Person)

Holmes & Poitras, P.C.

(Firm/Company)

234 Littleton Road, Unit 1C

(Address)

Westford, MA 01886

(City/State and Zip code)

For further information concerning this matter, please call:

Suzanne M. Poitras

(Name of Person)

at (978) 692-0036

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Registration 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

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TALLAHASSEE, FLORIDA

**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. Madison Boulder Corp.
(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. Massachusetts 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. October 1, 2002 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. 147 Gay Road, Groton, Massachusetts 01450
(Principal office address)
- Same
(Current mailing address)

8. Any lawful purpose and those stated on Articles of Organization filed in MA
(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: ANDRE J. BOUCHER

Office Address: 100 SE SAINT LUCIE BLVD.

STUART

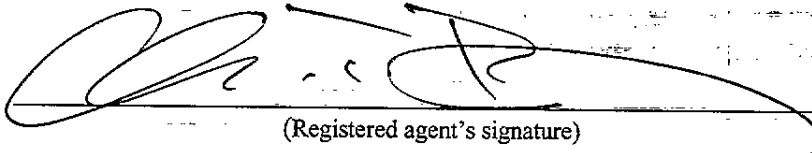
(City)

Florida 34996

(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)

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: Robert F. Nelson

Address: 147 Gay Road
Groton, MA 01451

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Robert F. Nelson

Address: 147 Gay Road
Groton, MA 01450

Vice President: _____

Address: _____

Secretary: Robert F. Nelson

Address: 147 Gay Road, Groton, MA 01450

Treasurer: Robert F. Nelson

Address: 147 Gay Road, Groton, MA 01450

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

13. Robert F. Nelson President and Treasurer
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Robert F. Nelson, President and Treasurer
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA



William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02133

October 10, 2002

TO WHOM IT MAY CONCERN:

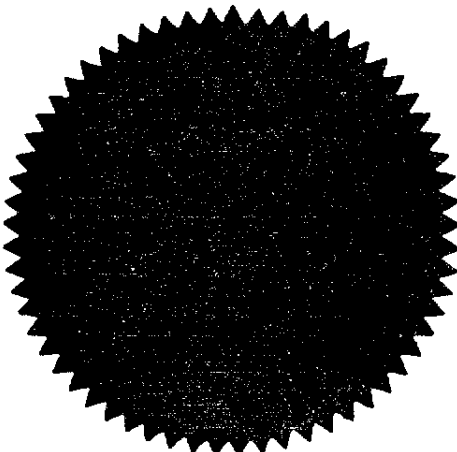
I hereby certify that according to the records of this office,

MADISON BOULDER CORP.

is a domestic corporation organized on **October 1, 2000**, under the General Laws of the Commonwealth of Massachusetts.

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156B section 101 for said corporations dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.

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TALLAHASSEE, 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

*MGL Chapter 156B Section 83A provides that certain consolidations and mergers may be filed with the division within thirty days after the effective date of the merger or consolidation.