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PHONE: (850) 668-4318 FAX: (850) 668-3398

DATE: 11-20-02

NAME: SRH LOCH CORP.

TYPE OF FILING: APPLICATION TO TRANSACT BUSINESS

COST:

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3925



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

November 20, 2002

FLORIDA FILING & SEARCH SERVICES, INC.

SUBJECT: SRH TROPICAL CORP.
Ref. Number: W02000033105

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We have received your document for SRH TROPICAL CORP. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

We retained your certificate from Delaware in our office.,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan
Document Specialist

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**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. SRH TROPICAL 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. DELAWARE

(State or country under the law of which it is incorporated)

3. 13-4219991

(FEI number, if applicable)

4. NOVEMBER 8, 2002

(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. c/o SAWYER REALTY HOLDINGS, 75 SECOND AVENUE, SUITE 500, NEEDHAM, MASSACHUSETTS 02494

(Principal office address)

SAME AS ABOVE

(Current mailing address)

8. To engage in any lawful act or activity ~~authorized~~ 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: NRAI SERVICES, INC.

Office Address: 526 East Park Avenue

Tallahassee

(City)

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.

NRAI SERVICES, INC.

(Registered agent's signature)

Ed Hand - Asst. Sec.

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.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: DAVID M. ROSENBERG

Address: 75 SECOND AVENUE, SUITE 500, NEEDHAM, MA 02494

Director: _____

Address: _____

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B. OFFICERS

President: DAVID M. ROSENBERG

Address: 75 SECOND AVENUE, SUITE 500

NEEDHAM, MA 02494

Vice President: _____

Address: _____

Secretary: RICHARD D. GASS ASSISTANT SECRETARY: RICHARD D. DIONNE

Address: 73 TREMONT STREET, BOSTON, MA 02108 73 TREMONT STREET, BOSTON, MA 02108

Treasurer: DAVID M. ROSENBERG

Address: 75 SECOND AVENUE, SUITE 500, NEEDHAM, MA 02494

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. RICHARD D. GASS, SECRETARY

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

Delaware

The First State

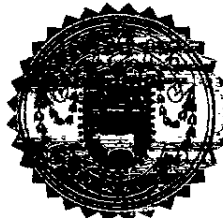
PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SRH TROPICAL CORP." 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 THIRTEENTH DAY OF NOVEMBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SRH TROPICAL CORP." WAS INCORPORATED ON THE EIGHTH DAY OF NOVEMBER, A.D. 2002.

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

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TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3589069 8300

AUTHENTICATION: 2087364

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DATE: 11-13-02