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(Requestor's Name)

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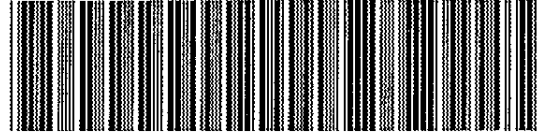
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CONTACT NAME: \_\_\_\_\_

CORPORATION NAME: Grotech Management Company

DOCUMENT NUMBER: \_\_\_\_\_  
(if applicable)

AUTHORIZATION: Cynthia J. Woodyard

78.75

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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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. GROTECH MANAGEMENT COMPANY
(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. MARYLAND (State or country under the law of which it is incorporated)
3. 52-1525308 (FEI number, if applicable)

4. 06/17/1987 (Date of incorporation)
5. PERPETUAL (Duration: Year corp. will cease to exist or "perpetual")

6. JANUARY 1, 2003 (Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 2255 GLADES ROAD
SUITE 324A, #1110
BOCA RATON, FL 33431
(Current mailing address)

8. VENTURE CAPITAL MANAGEMENT
(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: LEXIS NEXIS DOCUMENT SOLUTIONS, INC.
Office Address: 3953 W.W. KELLY ROAD
TALLAHASSEE, Florida, 32311
(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.

LexisNexis Document Solutions Inc.
Terry L. Ford
(Registered agent's signature)
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 addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

*Directors:*  
~~Chairman: FRANK A. ADAMS, DENNIS J. SHAUGHNESSY, STUART D. FRANKEL, PATRICK J. KERINS,  
DAVID G. BANNISTER, JOSEPH R. ZELL~~  
Address: ~~c/o GROTECH MANAGEMENT COMPANY  
9690 DEERECO ROAD, SUITE 800  
TIMONIUM, MD 21093~~

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

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

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

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

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

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

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


President: FRANK A. ADAMS  
~~c/o GROTECH MANAGEMENT COMPANY~~  
Address: 9690 DEERECO ROAD, SUITE 800  
TIMONIUM, MD 21093

~~Vice President: GENERAL PARTNERS/MANAGING DIRECTORS  
DENNIS J. SHAUGHNESSY, PATRICK J. KERINS, DAVID G. BANNISTER, JOSEPH R. ZELL~~  
Address: ~~c/o GROTECH MANAGEMENT COMPANY  
9690 DEERECO ROAD, SUITE 800  
TIMONIUM, MD 21093~~

Secretary: STUART D. FRANKEL  
~~c/o GROTECH MANAGEMENT COMPANY~~  
Address: 9690 DEERECO ROAD, SUITE 800  
TIMONIUM, MD 21093

Treasurer: JEFFREY R. SCHECHTER  
~~c/o GROTECH MANAGEMENT COMPANY~~  
Address: 9690 DEERECO ROAD, SUITE 800  
TIMONIUM, MD 21093

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)

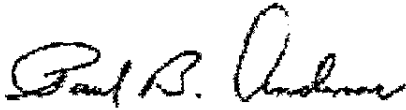
14. FRANK A. ADAMS, PRESIDENT  
(Typed or printed name and capacity of person signing application)

**STATE OF MARYLAND**  
**Department of Assessments and Taxation**

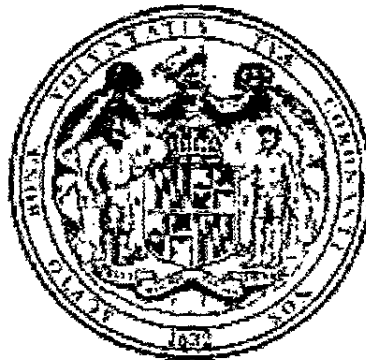
I, PAUL ANDERSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATIONS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE, AND THAT I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT GROTECH MANAGEMENT COMPANY IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND THE CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN MARYLAND.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY SIGNATURE AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE ON THIS JANUARY 03, 2003.



Paul B. Anderson  
Charter Division



**301 West Preston Street, Baltimore, Maryland 21201**  
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