

F04000000574

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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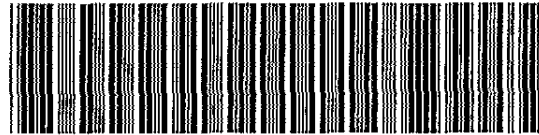
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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04 FEB -2 PM 2:25
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STATE
REGISTRARS
TALLAHASSEE, FLORIDA

[Handwritten signature]



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 415525 5040028

AUTHORIZATION :

COST LIMIT : \$ 70.00

04 FEB -2 PM 2:25
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : January 29, 2004

ORDER TIME : 11:19 AM

ORDER NO. : 415525-010

CUSTOMER NO: 5040028

CUSTOMER: Sandra L. Silbert
Hancock Natural Resource
26th Floor
99 High Street
Boston, MA 02110-2320

FOREIGN FILINGS

NAME: HANCOCK FOREST MANAGEMENT INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Troy Todd -- EXT# 2940

EXAMINER: _____

**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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TALLAHASSEE, FLORIDA

1. Hancock Forest Management Inc.

(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

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

3. 63-1241146

(FEI number, if applicable)

4. 1/06/2000

(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. Brixham Green III, 13925 Ballantyne Corp. Place, Ste 220, Charlotte, NC 28277-2747

Attn: Brian Schreckenghaust

(Principal office address)

(Current mailing address)

8. Operate, oversee and manage timberland and real estate assets and activities related thereto

(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

Deborah D. Skipper

(Registered agent's signature)

Deborah D. Skipper
Asst. V. Pres.

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. _____

(Signature of Director or Officer listed in number 12 of the application)

14. _____

Bruce C. McKnight, President

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

**ATTACHMENT TO APPLICATION FOR CERTIFICATE OF AUTHORITY IN
FLORIDA**

**for
HANCOCK FOREST MANAGEMENT, INC.**

OFFICERS

<u>Title</u>	<u>Name</u>	<u>Home Address</u>
Chief Executive Officer	Daniel P. Christensen *	99 High Street, 26 th Fl, Boston, MA 02110
President	Bruce C. McKnight *	99 High Street, 26 th Fl, Boston, MA 02110
Chief Financial Officer	Susan F. Gill	99 High Street, 26 th Fl, Boston, MA 02110
Vice President	William Marre	99 High Street, 26 th Fl, Boston, MA 02110
Vice President	Marjorie A. Dolan *	99 High Street, 26 th Fl, Boston, MA 02110
Vice President	Michael Wolf	99 High Street, 26 th Fl, Boston, MA 02110
Counsel	Thomas S. O'Keefe	99 High Street, 26 th Fl, Boston, MA 02110
Treasurer	Julie H. Indge	99 High Street, 26 th Fl, Boston, MA 02110
Assistant Treasurer	Kevin J. McWilliams	99 High Street, 26 th Fl, Boston, MA 02110
Secretary	Sandra L. Silbert	99 High Street, 26 th Fl, Boston, MA 02110
Assistant Secretary	Elizabeth Clark	99 High Street, 26 th Fl, Boston, MA 02110
Assistant Secretary	Antoinette Ricci	99 High Street, 26 th Fl, Boston, MA 02110
Assistant Secretary	Patricia a. Carney	99 High Street, 26 th Fl, Boston, MA 02110

*** DIRECTORS**

Daniel P. Christensen	99 High Street, 26 th Fl, Boston, MA 02110
Bruce C. McKnight	99 High Street, 26 th Fl, Boston, MA 02110
Marjorie A. Dolan	99 High Street, 26 th Fl, Boston, MA 02110

Delaware

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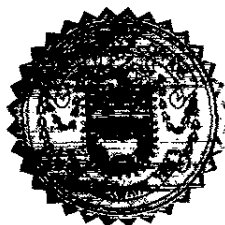
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HANCOCK FOREST MANAGEMENT INC." 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-NINTH DAY OF JANUARY, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "HANCOCK FOREST MANAGEMENT INC." WAS INCORPORATED ON THE SIXTH DAY OF JANUARY, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3152039 8300

AUTHENTICATION: 2896622