

F04000002289

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

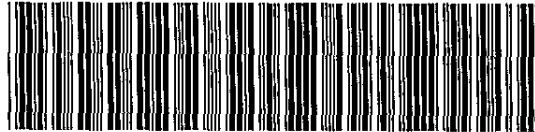
(Business Entity Name)

(Document Number)

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APR 27 4:19:35
MONTGOMERY, ALABAMA

4-27-04



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 585821 7381556

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 70.00

ORDER DATE : April 22, 2004

ORDER TIME : 9:29 AM

ORDER NO. : 585821-005

CUSTOMER NO: 7381556

CUSTOMER: Sylvia Vellino
Grassroots Campaigns, Inc.
Suite 402
59 Temple Place
Boston, MA 02111

FOREIGN FILINGS

NAME: GRASSROOTS CAMPAIGNS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Heather Chapman -- EXT# 2908

EXAMINER: _____

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04 APR 27 PM 12:35
STATE OF MASSACHUSETTS

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. Grassroots Campaigns, 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. Colorado 3. 20-0570907 (State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 12/23/2003 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. 1800 Glenarm Pl, Suite 300, Denver, CO 80202 (Principal office address)

PO Box 120557, Boston, MA 02112 (Current mailing address)

8. Resource development for non-profit corporations. (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

Amy Gudge, ASST. SECRETARY (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:

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A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. Jonathan W. Scarlett
(Signature of Director or Officer listed in number 12 of the application)

14. Jonathan W. Scarlett, Secretary
(Typed or printed name and capacity of person signing application)

Officers/Directors Rider

Name	Position	Location
Douglas H. Phelps	President	1800 Glenarm Place, Suite 300, Denver, CO 80202
Jonathan W. Scarlett	Secretary	22 Alpine St., Cambridge, MA 02138
Douglas H. Phelps	Treasurer	1800 Glenarm Place, Suite 300, Denver, CO 80202
Susan E. Rakov	Assistant Secretary	1810 Sunset Blvd., Santa Barbara, CA 93101

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STATE OF COLORADO

DEPARTMENT OF STATE CERTIFICATE

I, DONETTA DAVIDSON, Secretary of State of the State of Colorado,
hereby certify that, according to the records of this office,

GRASSROOTS CAMPAIGNS, INC.
(Colorado CORPORATION)
File # 20031404050

was filed in this office on December 23, 2003 and has complied with the applicable provisions
of the laws of the State of Colorado and on this date is in good standing and authorized and
competent to transact business or to conduct its affairs within this state.

Dated: April 15, 2004

For Validation:

Certificate ID: **787888**

To validate this certificate, visit the following
web site, enter this certificate ID, then follow the
instructions displayed.

www.sos.state.co.us/ValidateCertificate

Donetta Davidson

SECRETARY OF STATE