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SEC. OF STATE
TALLAHASSEE, FLORIDA

20

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: COLLINSON GRANT, INC.
(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:

DAVID BROWN

(Name of Person)

COLLINSON GRANT, INC.

(Firm/Company)

35 CORPORATE DRIVE, 4TH FLR

(Address)

BURLINGTON

MA 01803

(City/State and Zip code)

For further information concerning this matter, please call:

DAVID BROWN

(Name of Person)

at (+44) 161 703 5600

(Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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

SECRET
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

October 26, 2005

DAVID BROWN
COLLINSON GRANT, INC.
35 CORPORATE DRIVE, 4TH FLOOR
BURLINGTON, MA 01803

SUBJECT: COLLINSON GRANT, INC.
Ref. Number: W05000048841

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for COLLINSON GRANT, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$1,150.

Enclosed please find a copy of section 607.1501, 617.1501, or 608.502, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a notarized affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501, 617.1501 or 608.502, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 245-6958.

Lee Rivers
Document Specialist

Letter Number: 705A00064949

Confidential



Collinson Grant

November 16, 2005

Collinson Grant, Inc. 35 Corporate Drive 4th Floor Burlington MA 01803

E-mail postmaster@collinsongrant.com Facsimile +1 781 685 4601 Telephone +1 781 685 4922

Mr L Rivers
Document Specialist
Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee
Florida 32314

Dear Mr Rivers

Collinson Grant, Inc.

Your reference : W05000048841

Thank you for your letter dated October 26, 2005. Collinson Grant, Inc. did not transact business in Florida before 2005. The statement on the application form sent to you in October was incorrect.

Our accountants (Wm Steele) did file in 2003 on the basis that an independent contractor (who is actually based in the United Kingdom) had spent approximately thirty-six days in Florida. His work was concerned with visiting and reviewing facilities owned by our client that is based in Texas. However, in that year the corporation:

- had no employees living in, or based in or working in Florida
- had no clients/customers based in Florida
- had no work that was controlled or directed in Florida
- had no property in Florida.

On this basis, we are confident that it is right to confirm that we were not transacting business. We had no intention to misrepresent our position or to avoid any taxes or penalties. I hope you will consider that this error was made in good faith.

In 2005 we have started transacting business in Florida. We have a customer that is based in Deerfield Beach and are working at that location. This work commenced on 1st March 2005 and accordingly, we will be filing in Florida for this year.

I hope this letter explains the situation adequately. Again, let me confirm that the corporation had no intention to mislead the State of Florida and had no wilful neglect.

Please do not hesitate to contact me if you need any additional information. I should be delighted to help if I can.

Yours sincerely

David Brown

Secretary and Treasurer

Collinson Grant Limited Ryecroft, Aviary Road, Worsley, Manchester M28 2WF United Kingdom

Telephone +44 (0)161 703 5600 Facsimile +44 (0)161 790 9177

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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. COLLINS GRANT, 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 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. December 14, 2001 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. October 1, 2003 (No work in 2004)
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 4th Floor, 35 Corporate Drive, Burlington Centre, Burlington
(Principal office address) MA 01803
(as above)
(Current mailing address)

8. MANAGEMENT ADVISORS - ANY LAWFUL ACT OR ACTIVITY
(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 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.

Leticia Zurell - authorized Representative
(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.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: ANDREW COLLINSON

Address: 4th Floor, 35 Corporate Drive,
BURLINGTON, MA 01803-4244

Vice Chairman: MARK CARPENTER

Address: 4th Floor 35 Corporate Drive, BURLINGTON
MA 01803-4244

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: DAVID BROWN

Address: 4th Floor, 35 Corporate Drive, Burlington, MA 01803-4244

Treasurer: DAVID BROWN

Address: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

13. [Signature]
(Signature of Director or Officer listed in number 12 of the application)

14. DAVID BROWN Secretary and Treasurer
(Typed or printed name and capacity of person signing application)

Delaware

PAGE 1

The First State

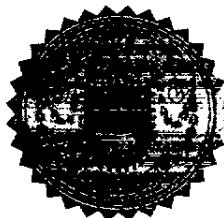
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COLLINSON GRANT, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTEENTH DAY OF OCTOBER, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "COLLINSON GRANT, INC." WAS INCORPORATED ON THE SEVENTEENTH DAY OF DECEMBER, A.D. 2001.

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.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



3470016 8300

050846611

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 4230810

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05 NOV 21 AM 11:00

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DATE: 10-17-05