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FOREIGN PROFIT/NONPROFIT CORPORATION

Palladium Group, Inc.

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J. Chivers MAR 23 2006

**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. Palladium Group, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

Palladium Group, Executing Strategy, Inc.

(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. 04-3437712

(FEI number, if applicable)

4. October 19, 1998

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. January 1, 2002

(Date first transacted business in Florida, if prior to registration)

(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 55 Old Bedford Road, Lincoln, MA 01773

(Principal office address)

55 Old Bedford Road, Lincoln, MA 01773

(Current mailing address)

8. Strategic enterprise-level consulting products and services.

(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: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation

(City)

, Florida 33324

(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.

By: Laufen H. Kreatz

(Registered agent's signature)

CT Corporation System

LAUFEN H. KREATZ,

SPECIAL 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.

PL013 - 300603 CT System Online

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12. Names and business addresses of officers and/or directors: see also attached addendum.

A. DIRECTORS

Chairman: David Lubin

Address: 55 Old Bedford Road

Lincoln, MA 01773

Vice Chairman: _____

Address: _____

Director: Mark Thomas

Address: 55 Old Bedford Road

Lincoln, MA 01773

Director: Peter Laino

Address: 55 Old Bedford Road

Lincoln, MA 01773

B. OFFICERS

President: David Norton

Address: 55 Old Bedford Road

Lincoln, MA 01773

Vice President: (Senior VP) David Kaplan

Address: 55 Old Bedford Road

Lincoln, MA 01773

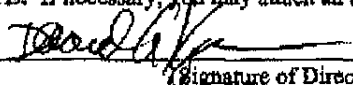
Secretary: David Kaplan

Address: 55 Old Bedford Road, Lincoln, MA 01773

Treasurer: David Kaplan

Address: 55 Old Bedford Road, Lincoln, MA 01773

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. David A. Kaplan, Senior Vice President
(Typed or printed name and capacity of person signing application)

**Addendum to Application by Foreign Corporation
for Authorization to Transact Business in Florida**

Palladium Group, Inc.

12. Additional directors and officers:

A. Directors;

Charles Yoon, Director
55 Old Bedford Road
Lincoln, MA 01773

David Norton
55 Old Bedford Road
Lincoln, MA 01773

B. Officers

Chief Executive Officer **George McMillan**
55 Old Bedford Road
Lincoln, MA 01773

Chief Financial Officer **David Kaplan**
55 Old Bedford Road
Lincoln, MA 01773

Delaware

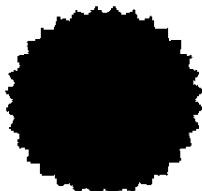
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PALLADIUM GROUP, 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 SEVENTH DAY OF FEBRUARY, A.D. 2006.

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.



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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4505956

DATE: 02-07-06