

FO6000005648

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

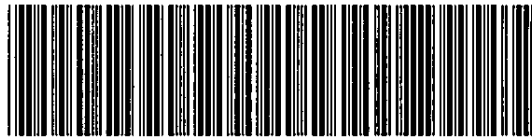
(Business Entity Name)

(Document Number)

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2009 JUL 10 PM 3:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N/C
TB

7-10-09

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Xwave New England Corp.
Name of Corporation

DOCUMENT NUMBER: F06000005648

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Helen M. White
Name of Contact Person

Drummond Woodsum & MacMahon
Firm/Company

84 Marginal Way, Suite 600
Address

Portland ME 04101-2480
City/State and Zip Code

hwhite@dwmlaw.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Helen M. White at (207) 772-1941
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- \$35.00 Filing Fee
- \$43.75 Filing Fee & Certificate of Status
- \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

DrummondWoodsum

Helen M. White

hwhite@dwmlaw.com

84 Marginal Way, Suite 600
Portland, ME 04101-2480

(207) 772-1941
(207) 772-3627 Fax
(800) 727-1941

www.dwmlaw.com

July 7, 2009

State of Florida
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee FL 32314

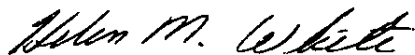
RE: Xwave New England Corp. – Reference #F06000005648

Dear Sir/Madam:

Pursuant to your request, I am enclosing the application to amend the foreign qualification of Xwave New England Corp. along with a certified copy of the articles of amendment as filed with the Maine Secretary of State's office on June 17, 2009.

If you have any questions, please feel free to contact us.

Very truly yours,



Helen M. White
Paralegal

Enc.

Catherine D. Alexander*
Daniel Amory*
Paul L. Applel
David J. Backer*
S. Campbell Badger*
Melissa L. Cilley†
Jerrol A. Crouter*
Jessica M. Emmons*
Peter C. Felmy*

Jonathan M. Goodman*
Sara S. Hellstedt*
Eric R. Herlan*†
Melissa A. Heway*†
Michael E. High*
John S. Kaminski*
Edward J. Kelleher*
Jeanne M. Kincaid*†
Benjamin E. Marcus*
Brianna M. Martin*
Jordan D. McCollman*

Robert P. Nadeau*
Deina J. Nathanson*
Mark A. Paige†
Jeffrey T. Pampiano*
William L. Pkoffe†
Aaron M. Pratt*†
Harry R. Pringle*
Daniel J. Rose*†
Gregory W. Sample*
James C. Schwellenbach**
David S. Sherman, Jr.*

Richard A. Shinay*
Kaighn Smith, Jr.*
Bruce W. Smith*
Richard A. Spencer*
Christopher G. Stevenson*
E. William Stockmeyer*
Amy K. Tchao*†
Joanna B. Tourangeau*†
Matthew H. Upton†
Amy J. Visentin*
Gary D. Vogel*
Ronald N. Ward*
Brian D. Willing*
Gerald M. Zelint

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Policy & Labor Relations

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Conflict Management

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Governmental Affairs

Michael J. Opuda Ph.D.
Special Education

Of Counsel

Joseph L. DeWitt III*
Robert L. Gips*
Donald A. Kopp*
Hugh G. E. MacMahon*
Harold E. Woodsum, Jr.*

* Admitted in Maine
† Admitted in New Hampshire

RECEIVED
2009 JUL 10 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 1, 2009

HELEN M. WHITE
DRUMMOND WOODSUM & MACMAHON
84 MARGINAL WAY STE 600
PORTLAND, ME 04101-2480

SUBJECT: XWAVE NEW ENGLAND CORP.
Ref. Number: F06000005648

We have received your document for XWAVE NEW ENGLAND CORP. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate or a document of similar import evidencing the amendment must be submitted with the application. The certificate should be authenticated as of a date not more than 90 days prior to delivery of the application to the Department of State by the Secretary of State or other official having custody of the records in the jurisdiction under the laws of which it is incorporated, formed, or organized. A translation of the certificate, under oath or affirmation of the translator, must be attached to a certificate which is not in English.

If the corporation is a **PROFIT** corporation it must be signed by a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.

If the corporation is a **NOT FOR PROFIT** corporation it must be signed by the chairman or vice chairman of the board, president or other officer - if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6925.

Teresa Brown
Regulatory Specialist II

Letter Number: 309A00022541

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F06000005648

(Document number of corporation (if known))

FILED
2009 JUL 10 PM 3:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Xwave New England Corp.
(Name of corporation as it appears on the records of the Department of State)

2. Maine 3. 8/10/2006
(Incorporated under laws of) (Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? June 17, 2009

5. Abilis New England Inc.
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

n/a
(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

n/a
(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

Michael E. High
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Michael E. High
(Typed or printed name of person signing)

Clerk, duly authorized
(Title of person signing)

State of Maine



Department of the Secretary of State

I, the Secretary of State of Maine, certify that according to the provisions of the Constitution and Laws of the State of Maine, the Department of the Secretary of State is the legal custodian of the Great Seal of the State of Maine which is hereunto affixed and that the paper to which this is attached is a true copy from the records of this Department.

In testimony whereof, I have caused the Great Seal of the State of Maine to be hereunto affixed. Given under my hand at Augusta, Maine, this twenty-third day of June 2009.



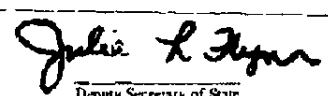
A handwritten signature in black ink, appearing to read "Matthew Dunlap".

MATTHEW DUNLAP

Secretary of State

DOMESTIC
BUSINESS CORPORATION
STATE OF MAINE
ARTICLES OF AMENDMENT

xwave New England Corp.
(Name of Corporation)

File No 19900251 D Pages 2
Fee Paid \$ 50
DCN 2091701500011 LNME
FILED
06/17/2009

Deputy Secretary of State
A True Copy When Attested By Signature
Deputy Secretary of State

Pursuant to 13-C MRSA §1006, the undersigned corporation executes and delivers the following Articles of Amendment

FIRST: The text of the amendment or the information required by 13-C MRSA §121 10 E as set forth in Exhibit A attached, was adopted on (date) June 1, 2009

The amendment was duly approved as follows ("X" one box only)

- by the incorporators - shareholder approval was not required OR
 by the board of directors - shareholder approval was not required OR
 by the shareholders in the manner required by this Act and by the articles of incorporation

SECOND: If the amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment, if not contained in the amendment itself, are set forth in Exhibit or as follows

THIRD: The effective date of the articles of amendment (if other than the date of filing of the articles of amendment) is

DATED June 16, 2009

By Michael E. High
(signature of any duly authorized person)
Michael E. High, Clerk
(type or print name and capacity)

*This document MUST be signed by any duly authorized officer OR the clerk (13-C MRSA §121.5)

Please remit your payment made payable to the Maine Secretary of State

SUBMIT COMPLETED FORMS TO: CORPORATE EXAMINING SECTION, SECRETARY OF STATE,
101 STATE HOUSE STATION, AUGUSTA, ME 04333-0101
FORM NO. MBCA-9 (1 of 1) Rev. 8/1/2004 TEL. (207) 624-7752

Exhibit A

RESOLVED: That the Company be, and it hereby is, authorized to file Articles of Amendment with the Maine Secretary of State to change the name of the Company to "Abilis New England Inc."