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DECRETARY OF STATE

MRDIE

COVER LETTER

TO: New Filing Section

Division of Corporations
SUBJECT: USS Constitution Museum Foundation, Inc. (Name of Corporation - must include suffix)
Dear Sir or Madam:
The enclosed "Application by Foreign Not for Profit Corporation for Authorization to Conduct its Affairs in Florida", "Certificate of Existence", and check are submitted to register the above referenced not for profit corporation to conduct its affairs in Florida.
Please return all correspondence concerning this matter to the following:
Adrian Bresler (Name of Person)
USS Constitution Museum
7.0 Box 1812
Physical Address: Charlestown Navy yard (Address) Boston, MA 02129
BOSton, MA 02129 (City/State and Zip Code)
For further information concerning this matter, please call:
Adrian Bresler at (617) 426-1812 x 111 (Area Code & Daytime Telephone Number)
MAILING ADDRESS: New Filing Section Division of Corporations P.O. Box 6327 Tallahassee, FL 32314 STREET/COURIER ADDRESS: New Filing Section Division of Corporations Clifton Building 2661 Executive Center Circle Tallahassee, FL 32301
Enclosed is a check for the following amount:
\$70.00 Filing Fee \$\ \begin{array}{ c c c c c c c c c c c c c c c c c c c

APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA

IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN THE STATE OF FLORIDA:

1. USS Constitution Museum Foundation, Inc.
(Name of corporation: must include the word "INCORPORATED" or "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)
2. Massachusetts (State or country under the law of which it is incorporated) 3. 04-2505888 (FEI number, if applicable)
4. September 25 1972 5. Percetual (Duration: Year corp. will cease to exist or "perpetual")
6. (Date first conducted affairs in Florida if prior to registration. See sections 617.1501 & 617.1502, F.S, to determine penalty iability.)
7. Charlestown Navy Yard Building 22, Boston, MA Principal office address)
P.O. Box 1812, Boston, MA 02129 (Current mailing address)
8. The Museum brings stories of USS Constitution across the country to educa
8. The MUSLUM brings stories of USS Constitution across the country to educate (Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida) adults and children about the Ward 1812 and the beginning of the Name and street address of Florida registered agent: (P.O. Box NOT acceptable)
Tomas Fondall
Office Address: 7979 NW 21St Street - 23102 25 5
Doral Florida 33102 75 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7
10. Registered agent's acceptance: Having been named as registered agent and to accept service of process for the above stated corporation affine place designated in this application, I hereby accept the appointment as registered agent and agree to accomplish 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.
(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 addresses of officers and/or directors:	
A. DIRECTORS (See attached list)	
Chairman:	
Address:	
Vice Chairman:	
Address:	
Director:	
Address:	
Director:	
Address:	
B. OFFICERS President: James Stokes Bingham Mc Cutchen Address: I Federal St. Boston, MA 02110	
Vice President: James Hawkes Gary Kearney William R Address: 5 Norton Point 319 Longwood Ave Anchor Cone Post o	ice apita
Manchester, MA 01944 Boston, MA 02115 Boston, r	
Address: Tharlestown, Mn 02129	
Treasurer: WITTON WHITE P.O. BOX 845 Address: Red Bank, NJ 07701	
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors. (Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application) 14. Stokes. Chairman (Typed or printed name and capacity of person signing application)	

USS CONSTITUTION MUSEUM BOARD OF TRUSTEES

RADM Stanley W. Bryant 1 Ironwood Way West Newbury, MA 01985 H: 978-510-1221

Mr. Philip C. Chadwick, CPA 15 Castle Road Norfolk, MA 02056

Mr. David D. Corbett New Directions, Inc. 66 Long Wharf Boston, MA 02110-3620

Mr. Derek Davis Greenberg Traurig, LLP One International Place Boston, MA 02110

Mr. Ronald M. Egalka Rampart Investment Management 1 International Place, 14th floor Boston, MA 02110

Mr. Laurence D. Fitzmaurice 17 Garrison Road Wellesley, MA 02482

Hon. Paul W. Garber 1 Bernardo O' Higgins Circle Brighton, MA 02135-7840

Mr. James B. Hawkes 5 Norton's Point Manchester, MA 01944

Dr. Gary P. Kearney 319 Longwood Ave Boston, MA 02115

COL Andrew J. Ley, USMCR (Ret) 36 Country Club Road Dedham, MA 02026

Trustees Page 2

Mr. Caleb Loring, Jr. P.O. Box 235
Prides Crossing, MA 01965-0235

Mr. Rashaun Martin 113 Sumner Street #52 E Boston, MA 02128

Mr. William Martin 301 Glen Road Weston, MA 02193

Mr. Paul F. McDonough, Jr. 64 Walker Street Charlestown, MA 02129

Ms. Patricia L.McGlynn 99 Chestnut Street Weston, MA 02493

Mr. John D. Mulattieri 417 Gallivan Blvd. Dorchester, MA 02124

Ms. Suzanne Reid 155 Salten Point Road Barnstable, MA 02636

Mr. William Phipps Rice Anchor Capital Advisors, Inc. One Post Office Square, Suite 3850 Boston, MA 02109

Mrs. Mary Beth Sandman 93 Abbot Rd Wellesly, MA 02481

Mr. Stewart Steffey, Jr. 34 Bemis Road Dedham, MA 02026

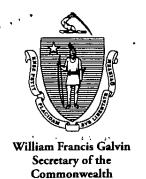
Mr. James C. Stokes Bingham McCutchen LLP 1 Federal Street Boston, MA 02110

Trustees Page 3

Mr. Thomas Vecchiolla
Raytheon Integrated Defense Systems
50 Apple Hill Drive
MS: T3TL7
Tewksbury, MA 01876-0901

Ms. Allison R. Walk Bernstein Investments 53 State Street Boston, MA 02109

Mr.William White P.O. Box 845 Red Bank, NJ 07701



The Commonwealth of Massachusetts Secretary of the Commonwealth

State House, Boston, Massachusetts 02133

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October 6, 2008

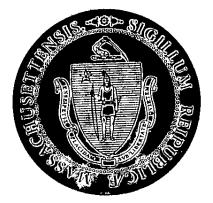
TO WHOM IT MAY CONCERN:

I hereby certify that according to the records of this office

USS CONSTITUTION MUSEUM FOUNDATION, INC.

is a domestic corporation organized on September 25, 1972 (Chapter 180).

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 180 section 26 A, for revocation of the charter of said corporation; that the State Secretary has not received notice of dissolution of the corporation pursuant to Massachusetts General Laws, Chapter 180, Section 11, 11A, or 11B; that said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



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In testimony of which, I have hereunto affixed the Great Seal of the Commonwealth

on the date first above written.

William Travino Galicin Secretary of the Commonwealth