

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Ametros Financial Corporation

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," or "Certificate of Good Standing" 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:

Richard Wescott Jr.

Name of Person

Ametros Financial Corporation

Firm/Company

P.O. Box 827

Address

Burlington, MA 01803

City/State and Zip code

rwescott@ametrosfinancial.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Richard Wescott Jr.

Name of Person

at (978) 216-4268

Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:

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

MAILING ADDRESS:

New Filing 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

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.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
12 FEB 28 PM 3:35
FILED

1. Ametros Financial Corporation

(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

(State or country under the law of which it is incorporated)

3. 27-3328821

(FEI number, if applicable)

4. 08/26/2010

(Date of incorporation)

5. perpetual

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

6. 08/30/2010

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 400 Riverpark Drive, Suite 400, North Reading, MA 01864

(Principal office address)

P.O. Box 827, Burlington, MA 01803

(Current mailing address)

8. Professional administration of Medicare set-aside accounts

(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: C.T. 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.

Amy Berletti
(Registered agent's signature)

AMY BERLETTI
VICE PRESIDENT

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:

A. DIRECTORS

Chairman: Marc Utay

Address: c/o Clarion Capital Partners LLC
110 E. 59th Street, Suite 2400, New York, NY 10022

Vice Chairman: Eric D. Kogan

Address: c/o Clarion Capital Partners LLC
110 E. 59th Street, Suite 2400, New York, NY 10022

Director: Thomas E. Goundrey Jr.

Address: c/o Clarion Capital Partners LLC
110 E. 59th Street, Suite 2400, New York, NY 10022

Director: Ken Paradis

Address: 385 Winding Oaks Way
Boxford, MA 01921

B. OFFICERS

President: Sandra M. O'Sullivan

Address: c/o Ametros Financial Corporation
400 Riverpark Dr, Suite 400, North Reading, MA 01864

Vice President: _____

Address: Thomas E. Ash
400 Riverpark Dr, Suite 400, North Reading, MA 01864

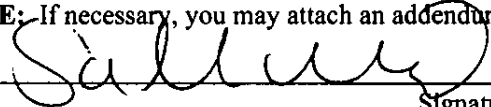
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. 
Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. Sandra M. O'Sullivan - President

(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

B. DIRECTORS

Sandra M. O'Sullivan ✓
c/o Ametros Financial Corporation
400 Riverpark Drive, Suite 400
North Reading, MA 01864

Jack E. West
3114 Ekonomou Court
Tampa, FL 33629

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TALLAHASSEE, FLORIDA

Delaware

PAGE 1

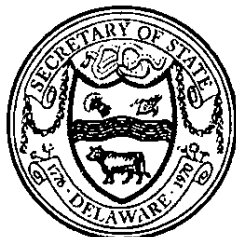
The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AMETROS FINANCIAL CORPORATION" 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 TWENTY-SEVENTH DAY OF JANUARY, A.D. 2012.

FILED

12 FEB 28 PM 3:35


SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9324930

DATE: 01-27-12