

CORPORATION
SERVICES, INC.
10000 STREET
TALLAHASSEE, FL 32311
904-222-9171
904-222-0193 FAX

CSC networks

MAIL TO
P.O. BOX 5828
TALLAHASSEE, FL 32311

ACCOUNT NO. : 0721000000032

REFERENCE : 537696 3943A

AUTHORIZATION : *Patricia Pyzdek*

COST LIMIT : \$ 122.50

ORDER DATE : February 7, 1995

ORDER TIME : 10:35 AM

ORDER NO. : 537696

CUSTOMER NO: 3943A

CUSTOMER: Lannhi Tran, Legal Asst
Ropes & Gray
One International Place

Boston, MA 02110-2624

FOREIGN FILINGS

NAME: JACKSONVILLE FUNDING
CORPORATION

XX PROFIT

XX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jodie Krebs

55 FEB - 8 PM 2:40
CASH
SFC
mtm

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. Jacksonville Funding Corporation
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "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.)

2. Delaware 3. 04-3251719
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. November 7, 1994 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 607.1503, F.S.)

7. c/o J.H. Management Corporation, P. O. Box 4024
Boston, MA 02101
(Current mailing address)

8. Investment
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent

Name: CORPORATION SERVICE COMPANY

Office Address: 1201 Hayes Street

Tallahassee, Florida, 32301
(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.

[Signature]
(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

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Nancy D. Smith

Address: 39 South Terrace

Beverly, MA 01915

Director: Louise E. Colby

Address: 11 Cazenove Street

Boston, MA 02116

B. OFFICERS

President Nancy D. Smith

Address: Same as above

Vice President: Lannhi Tran

Address: 566 Commonwealth Avenue, No. 610

Boston, MA 02215

Secretary: Louise E. Colby

Address: Same as above

Treasurer: E. Douglas Donaldson

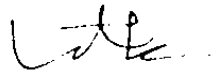
Address: 28 Grant Street

Needham, MA 02192

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OFFICE OF THE
ATTORNEY GENERAL
JAN 10 1980

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

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Lannhi Tran, Vice President
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "JACKSONVILLE FUNDING 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 SEVENTH DAY OF
FEBRUARY, A.D. 1999.

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OFFICE OF THE SECRETARY OF STATE
95 FEB -9 PM 2:40



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION 7:59:30P

DATE 02-07-99

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2500 33 07

F95000000660



THE UNITED STATES
CORPORATION
COMPANY

RECEIVED

97 JAN -2 AM 9:01

ACCOUNT NO. : 072100000032 CORPORATION

REFERENCE : 207470 4304990

AUTHORIZATION : *Patricia Pyjute*

COST LIMIT : \$ 35.00

ORDER DATE : December 31, 1996

ORDER TIME : 5:16 PM

ORDER NO. : 207470-005

CUSTOMER NO: 4304990

CUSTOMER: Tiffany Percival, Legal Asst
Ropes & Gray
One International Place

Boston, MA 02110

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FILED
97 JAN -2 PM 2:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

7000002043217--8

NAME: JACKSONVILLE FUNDING
CORPORATION

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

XXXX WITHDRAWAL/CANCELLATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michael E. Klunk

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL OF AUTHORITY
TO TRANSACT BUSINESS IN FLORIDA**

Jacksonville Funding Corporation
(Name of Corporation)

Delaware

(Incorporated Under Laws Of)

This corporation is no longer transacting business within the State of Florida and hereby voluntarily surrenders its authority to transact business in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

c/o J H Management Corporation, One International Pl; #520
(Mailing Address)

Boston, MA 02110

(City - State - Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

 Tiffany Percival, Vice President

Signature
Name and Title

12/30/96

Date

FILED
97 JAN -2 PM 2:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA