

# F9500000757

Document Number or

02/15/95  
02/15/95  
02/15/95

C T CORPORATION SYSTEM  
 Requestor's Name  
 1311 Executive Center Drive, Ste. 200  
 Address  
 Tallahassee, FL 32301 (904) 656-0290  
 City State Zip Phone

02/15/95 14:07:00  
 02/15/95 --01051--022  
 \*\*\*\*\*70.00 \*\*\*\*\*70.00

CORPORATION(S) NAME

AME Services, Inc.  
 dba  
 General Management Company

- |  |   |   |
|--|---|---|
| <input checked="" type="checkbox"/> Profit   | <input type="checkbox"/> Amendment              | <input type="checkbox"/> Merger <i>mtm</i>  |
| <input type="checkbox"/> NonProfit           |   |   |
| <input checked="" type="checkbox"/> Foreign  | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other              |
| <input type="checkbox"/> Reinstatement       | <input type="checkbox"/> Reservation            | <input type="checkbox"/> Change of R.A.     |
|  |   | <input type="checkbox"/> Fictitious Name    |
| <input type="checkbox"/> Certified Copy      | <input type="checkbox"/> Photo Copies           | <input type="checkbox"/> CUS / G/S          |
| <input type="checkbox"/> Call When Ready     | <input type="checkbox"/> Call if Problem        | <input type="checkbox"/> After 4:30         |
| <input checked="" type="checkbox"/> Walk In  | <input type="checkbox"/> Will Wait              | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out            |   |   |

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

PLEASE RETURN EXTRA COPY(S)  
 FILE STAMPED

CERTIFIED COPY OF RESOLUTION

CORPORATION ADOPTING A FICTITIOUS NAME FOR USE  
IN THE STATE OF FLORIDA

I, THE UNDERSIGNED Gerald F. Regan, DO HEREBY  
CERTIFY THAT THE FOLLOWING IS A TRUE, COMPLETE AND CORRECT COPY OF A  
CERTAIN RESOLUTION OF THE BOARD OF DIRECTORS OF DMC Services, Inc., A  
CORPORATION DULY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF  
Massachusetts, WHICH RESOLUTION WAS DULY ADOPTED AT A DULY  
CALLED MEETING OF THE SAID BOARD, HELD ON February 2 19 95, A  
QUORUM BEING PRESENT, AND IS SET FORTH IN THE MINUTES OF THE SAID MEETING;  
THAT I AM THE KEEPER OF THE CORPORATE SEAL AND OF THE MINUTES AND RECORDS  
OF THIS CORPORATION; AND THAT THE SAID RESOLUTION HAS NOT BEEN RESCINDED  
OR MODIFIED:

"RESOLVED THAT DMC Services, Inc.,  
ORGANIZED AND EXISTING IN THE STATE OF Massachusetts,  
HEREBY ADOPTS THE NAME Demand Management Company  
FOR USE IN THE STATE OF FLORIDA FOR ALL PURPOSES; AND  
FURTHER RESOLVED THAT THE OFFICERS OF THE CORPORATION  
ARE AUTHORIZED AND DIRECTED TO TAKE ALL STEPS THAT THEY  
DEEM NECESSARY AND APPROPRIATE TO QUALIFY THE CORPORATION  
TO DO BUSINESS WITHIN THE STATE OF FLORIDA UNDER THE NAME  
OF Demand Management Company; AND  
RESOLVED FURTHER THAT ALL ACTIVITIES AND BUSINESS OF THE  
CORPORATION WITHIN THE STATE OF FLORIDA SHALL BE CARRIED  
OUT UNDER THE NAME Demand Management Company  
."

IN WITNESS WHEREOF, I HAVE HERETO SUBSCRIBED MY NAME AND AFFIXED  
THE SEAL OF THE SAID CORPORATION, ON THIS THE 6th DAY OF  
February 19 95.

Gerald F. Regan  
Gerald F. Regan, Clerk

**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. DMC Services, Inc.  
(Name of corporation: must include the word "INCORPORATED," "COMPANY," 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.)

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

3. November 1, 1977 4. Perpetual  
(Date of Incorporation) (Duration)

5. 04-2635704  
(Federal Employer Identification number, if applicable)

6. Upon Qualification  
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

7. Six Admiral's Way, Chelsea, Massachusetts 02150-9108  
(Current mailing address)

8. Planning, implementation and evaluation of energy conservation services.  
(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and street addresses of officers and or directors:

**A. Directors:**

Chairman: See attached list of directors

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: See attached list of directors

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: See attached list of directors

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

**D. Officers:**

President: See attached list of officers

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

**10. Name and Street address of Florida registered agent:**

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road  
Plantation, Florida 33324

Zip Code

**11. 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.

Registered agent's signature: \_\_\_\_\_

Charles W. Meyer

**CHARLES WOMEYER**

**SPECIAL ASST. SECRETARY**

(Typed Name and Title of Officer)

12. 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.

13. Gerald F. Regan  
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Gerald F. Regan, Executive Vice President and Clerk  
(Name and capacity of person signing application)

Peter W. Doelger  
President & Treasurer

32 Breakwater Cove  
Chelsea, MA

Gerald F. Regan  
Clerk/Secretary

38 Arlington Street  
Winchester, MA

Gerard Doherty  
Director

39 Washington Street  
Charlestown, MA

SECRET 11 21 12:53

11/21/53  
11/21/53  
11/21/53



William Francis Galvin  
Secretary of the  
Commonwealth

*The Commonwealth of Massachusetts*

*Secretary of the Commonwealth*

*State House, Boston, Massachusetts 02188*

February 2, 1995

TO WHOM IT MAY CONCERN:

I hereby certify that the records of this office show that  
DMC Energy, Inc.

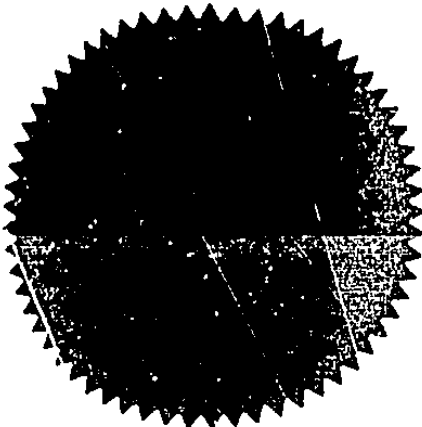
was incorporated under the General Laws of this Commonwealth on

November 1, 1977

I further certify that by articles of amendment filed on March 3, 1989  
the name of said corporation was changed to DMC Services, Inc.

and said corporation still has legal existence.

RECEIVED  
FEB 10 1995  
SECRETARY OF THE COMMONWEALTH



In testimony of which,  
I have hereunto affixed the  
Great Seal of the Commonwealth  
on the date first above written.

*William Francis Galvin*

Secretary of the Commonwealth

1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-9171  
904-222-0393 FAX

800-342-8086

**F95000000757**  
© new corp  
PRENTICE HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 628475 86901M

AUTHORIZATION :

COST LIMIT : \$ PPD

*Name Change*  
*Amended*

ORDER DATE : June 28, 1995

ORDER TIME : 3:24 PM

ORDER NO. : 628475

CUSTOMER NO: 86901M

CUSTOMER: Mr. Tony Mackay  
Prentice Hall Legal &  
33north Lasalle Street  
Suite 1925  
Chicago, IL 60602

000001526320  
-06/29/95--01004--002  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

FOREIGN FILINGS

NAME: DMC SERVICES, INC

6/28/95

XX PROFIT  
NON-PROFIT

XX

CORPORATE

LIMITED PARTNERSHIP

XX AMENDMENT

Amendment

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
XX PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

RECEIVED  
JUN 29 PM 4:12  
DEPT OF COMMERCE

FILED  
95 JUN 30 PM 3:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

June 29, 1995

CSC NETWORKS  
JENNIFER  
TALLAHASSEE, FL

*Resubmit*

SUBJECT: DMC SERVICES, INC. doing business in Florida as DEMAND  
MANAGEMENT COMPANY  
Ref. Number: F95000000757

We have received your document for DMC SERVICES, INC. doing business in Florida as DEMAND MANAGEMENT COMPANY and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Numbers four and five of the document must be completed.

Number one should have the name DMC SERVICES, INC. d/b/a DEMAND MANAGEMENT COMPANY.

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 (904) 487-6957.

Joy Moon-French  
Corporate Specialist

Letter Number: 595A00031894



APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMEND-  
MENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA  
(s. 807.1804, F.S.)

FILED  
95 JUN 30 PM 3:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SECTION I (1-3 must be completed)

1. DMC Services, Inc. d/b/a Demand Management Company  
Name of corporation as it appears on the records of the Department of State.
2. Incorporated under laws of: Massachusetts
3. Date authorized to do business in Florida: February 15, 1995

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 19, 1995

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

Honeywell DMC Services, Inc.

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

N/A

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

N/A

Michael Quigley  
Signature

June 9, 1995  
Date

Michael Quigley  
Typed or printed name

President  
Title



William Francis Galvin  
Secretary of the  
Commonwealth

# *The Commonwealth of Massachusetts*

*Secretary of the Commonwealth*

*State House, Boston, Massachusetts 02133*

June 23, 1995

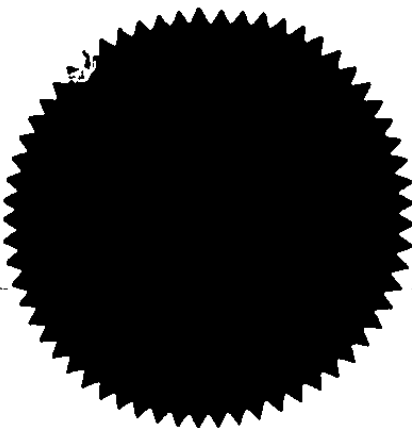
TO WHOM IT MAY CONCERN:

I hereby certify that according to records in this office, DMC Energy, Inc. was incorporated under the General Laws of this Commonwealth on November 11, 1977.

I also certify that by Articles of Amendment filed here March 3, 1989, the name of said corporation was changed to DMC Services, Inc.

I further certify that by Articles of Amendment filed here June 19, 1995, the name of said corporation was changed to Honeywell DMC Services, Inc.

I also certify that so far as appears of record here, said corporation still has legal existence.



In testimony of which,  
I have hereunto affixed the  
Great Seal of the Commonwealth  
on the date first above written.

*William Francis Galvin*

Secretary of the Commonwealth

F95000000757  
094 222 0191 FAX



ACCOUNT NO. : 0721000000032  
REFERENCE : 729878 86901D  
AUTHORIZATION :  
COST LIMIT : 0 PPD

FILED  
95 NOV -7 PM 3:32  
SECURITY SERVICE  
TALLAHASSEE, FLORIDA

ORDER DATE : November 7, 1995

ORDER TIME : 2:23 PM

ORDER NO. : 729878

CUSTOMER NO: 86901D

500001631355  
-11/07/95--01084--012  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

CUSTOMER: Mr. Elvin Bonilla  
Prentice Hall Legal &  
375 Hudson Street

New York, NY 10014

CHANGE OF AGENT

NAME: HONEYWELL DMC SERVICES, INC.

RECEIVED  
95 NOV -7 PM 3:16  
DIVISION OF LEGAL COUNSEL

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
XXXXX PLAIN STAMPED COPY

CONTACT PERSON: Sebreana Randolph

N. HENDRICKS NOV - 7 1995

Florida Department of State, Jim Smith, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED  
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of MASSACHUSETTS submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: HONEYWELL DMC SERVICES, INC.

1b. Date of Incorporation / November 1, 1977 / Document number Mass343092000  
qualification February 15, 1995 (FLA.) F95000000 757 (FLA.)

2. The name and address of the current registered agent and office:

C T CORPORATION SYSTEM 1200 SO. PINE ISLAND DRIVE

PLANTATION FL 33324

3. The name and address of the new registered agent and office:  
(P.O. Box Not Acceptable)

The Prentice-Hall Corporation System, Inc.

1201 Hays Street Tallahassee, Florida 32301

The street address of its registered agent and the street address of the business office,  
of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by  
an officer so authorized by the board.

MICHAEL OUGLEY  
PRESIDENT

*Michael Ougley*  
SIGNATURE  
10/31/95  
DATE

Typed or printed name and title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF  
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED  
IN THIS CERTIFICATE, 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 COM-  
plete PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT  
THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

The Prentice-Hall Corporation System, Inc.

SIGNATURE By: *Vicki Schreiber*

VICKI SCHREIBER (Registered Agent) ASST. VICE PRESIDENT  
DATE 11/6/95