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SECRETARY OF STATE  
DIVISION OF COM. RELATIONS

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. A.M.A. Financial 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. 52-1713605  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. by merger: 1/14/91 5. Perpetual  
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. June 30, 1995  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 197 First Avenue  
Needham, Massachusetts 02194  
(Current mailing address)

8. To engage in any lawful act or activity for which the Corporation may be organized under the laws of the State of Florida.  
(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:

The Prentice-Hall Corporation  
Name: System, Inc.  
1201 Hays Street, Suite 105  
Office Address: 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.*

The Prentice-Hall Corporation System, Inc.  
By: Marcia A. Hauner, Asst. Secy.  
(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: Abraham D. Gosman

Address: 197 First Avenue

Needham, MA 02194

Vice Chairman: \_\_\_\_\_

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

Director: Michael M. Gosman

Address: 197 First Avenue

Needham, MA 02194

Director: Andrew D. Gosman

Address: 197 First Avenue

Needham, MA 02194

B. OFFICERS

President: Abraham D. Gosman

Address: 197 First Avenue

Needham, MA 02194

Vice President: Frederick R. Leathers

Address: 197 First Avenue

Needham, MA 02194

Secretary: Abraham D. Gosman

Address: 197 First Avenue

Needham, MA 02194

Treasurer: Andrew D. Gosman

Address: 197 First Avenue

Needham, MA 02194

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

13.

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

Frederick R. Leathers

14.

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

*State of Delaware*  
*Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "A.H.A. 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-SIXTH DAY OF JUNE, A.D. 1995.

SECRET  
DIVISION OF CORPORATIONS  
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*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION: 7552934

DATE: 06-26-95