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F95000003937

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1022

City

State

Zip

Phone

500001560495

-08/15/95 - 01071 - 009

*****70.00 *****70.00

CORPORATION(S) NAME

Bank Vest Capital Corp.

☒ Profit

☐ NonProfit

☐ Amendment

☐ Merger

☒ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Certified Copy

☐ Photo Copies

☐ CUS

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☐ Call if Problem

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DIVISION OF CORPORATIONS

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ROBERT P. MILLIGAN
COMPTROLLER OF FLORIDA

OFFICE OF COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE
32399-0350

July 31, 1995

Mr. Paul S. Gass
President
BankVest Capital Corp.
114 Turnpike Road
Westboro, MA 01581

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DIRECTOR OF CONSUMER
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Re: "BankVest Capital Corp."

Dear Mr. Gass:

On June 26, 1995, the Division of Banking received your request for clearance to use the above-mentioned corporate name. This request was noticed in the Florida Administrative Weekly on July 7, 1995, for 21 days until July 28, 1995, for public comment.

Section 655.922(2)(a), Florida Statutes, states in pertinent part as follows:

(2)(a) No person other than a bank shall, in this state:

1. Transact business under any name or title which contains the word "bank," "banking," or "trust company," or words of similar import, in any context or in any manner; or
2. Use any name, word, sign, symbol, or device in any context or in any manner; or
3. Circulate or use any letterhead, billhead, circular paper or writing of any kind, or otherwise advertise or represent in any manner, which indicates or reasonably implies that the business being conducted or advertised is the kind or character of business transacted or conducted by a bank or trust company or which is likely to lead any person to believe that such business is that of a bank or trust company.

Mr. Paul S. Gass
July 31, 1995
Page Two

It is the opinion of this Department that your corporate name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Department is able to grant your request for approval of the corporate name, "BankVest Capital Corp."

Sincerely,



Wm. Douglas Johnson
Assistant Director
Division of Banking
Suite 1401, The Capitol
Tallahassee, FL 32399-0350
(904) 488-1111

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:kr

cc: Ms. Karon Beyer, Chief
Bureau of Corporate Records
Division of Corporations
Secretary of State's Office

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
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. BankVent Capital Corp.

(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. Massachusetts

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

3. 04-3124117

(FEI number, if applicable)

4. May 9, 1991

(Date of incorporation)

5. Perpetual

(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 817.156, F.S.))

7. 114 Turnpike Road, Westboro, Massachusetts 01581

(Current mailing address)

8. See attached purpose clause

(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: C T Corporation System

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

Plantation, Florida, 33324

(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

Connie Bryan
(Registered agent's signature) (Officer)

CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

(Type Name and Title of Officer)

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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: See attached list of directors

Address: _____

Vice Chairman: See attached list of directors

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____


Address: _____

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Treasurer: _____

Address: _____

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. Paul S. Gann, President _____
(Typed or printed name and capacity of person signing application)

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Purpose Clause of
BankVest Capital Corp.**

To conduct and carry on a general business of buying, selling, leasing, financing, trading, exchanging and dealing in property of every class and description.

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BankVest Capital Corp.

Officers and Directors

<u>Title</u>	<u>Name</u>	<u>Address</u>
Chief Executive Officer & President	Paul S. Gass	555 Concord Road Sudbury, MA 01776
Executive Vice President	John P. Colton	141 Cole Avenue Providence, RI 02906
Senior Vice President- Operations	Cathy F. Sutton	216 Main Street Medway, MA 02053
Vice President, Chief Financial Officer & Treasurer	Kellie D. Jacques	364 Ocean Avenue, #711 Revere, MA 02151
Vice President	Dennis J. Conlon	289 Meeting House Path Ashland, MA 01721
Vice President	John L. Mattos	110 Thaxter Street Hingham, MA 02043-2138
Vice President	Michael P. Karman	89 Nimrod Drive Concord, MA 01742
Assistant Treasurer	John P. Colton	141 Cole Avenue Providence, RI 02906
Clerk	Dorothy C. Vine	196 Oak Street Holliston, MA 01746
Assistant Clerk	Sandra A. Fermano	4 Summit Drive, #210 Reading, MA 01867
Assistant Clerk	Richard J. Snyder	40 Pearl Road Nahant, MA 01908
Director	Paul S. Gass	555 Concord Road Sudbury, MA 01776
Director	John P. Colton	141 Cole Avenue Providence, RI 02906
Director	Kellie D. Jacques	364 Ocean Avenue, #711 Revere, MA 02151
Director	Sandra T. King	83 Haynes Road Sudbury, MA 01776

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William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02188

August 10, 1995

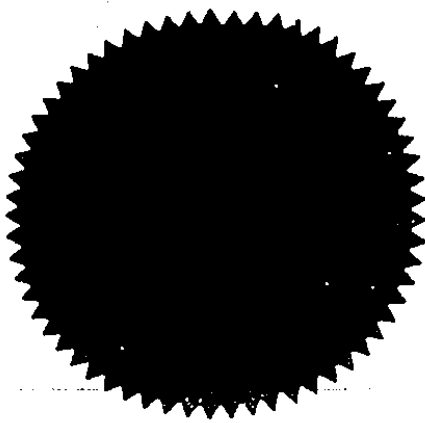
TO WHOM IT MAY CONCERN:

I hereby certify that according to the records of this office

BankVest Capital Corp.

is a domestic corporation organized on May 9, 1991, under the General Laws of the Commonwealth of Massachusetts.

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156B section 101 for said corporations dissolutions; that articles of dissolution have not been filed by said corporation; 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.



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

* This is not a tax clearance. Certificates certifying that all taxes due and payable by the corporation have been paid or provided for are issued by the Department of Revenue.

JBM

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