

F950000004365

ATTORNEYS AT LAW

60 STATE STREET
BOSTON, MASSACHUSETTS 02109
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1221 BRICKELL AVENUE
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TELEPHONE (305) 555-5555
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June 13, 1995

500001517585
-09/11/95--01007--005
****570.00 ****570.00

BY FIRST CLASS MAIL

Office of the Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

500001517585
-06/20/95--01005--0012
****200.00 ****200.00

575-12619
p 76

Dear Sir or Madam:

Enclosed for filing please find the following documents:

1. Application By Foreign Corporation for Authorization to Transact Business in Florida, 2 pages;
2. Certificate of Good Standing signed by Edward J. Freel, Secretary of State of the State of Delaware, 1 page, and
3. Check numbered 599 for \$200.00 made out to the State of Florida for Registration Fee.

9-8

Should you have any questions, please call our Boston offices. With kind regards, I am

Very truly yours,



Robert Masud

RM:cn
Enclosures

Called Judy Graham at Berkley - (487-1410)
said name needs approval

HC 6/21/95



ROBERT F. MULLIGAN
COMPTROLLER OF FLORIDA

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

August 7, 1995

Robert Masud
Masud & Associates
Attorneys at Law
60 State Street
22nd Floor
Boston, Massachusetts 02109

Re: "BankHouse International Management Corporation"

Dear Mr. Masud:

On June 30, 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 14, 1995, for 21 days until August 4, 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. Robert Masud
August 7, 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, "BankHouse International Management Corporation".

Sincerely,



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

:kr

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



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 22, 1995

ROBERT MASUD
MASUD & ASSOCIATES
60 STATE ST.
BOSTON, MA 02109

SUBJECT: BANKHOUSE INTERNATIONAL MANAGEMENT CORPORATION
Ref. Number: W95000012649

We have received your document for BANKHOUSE INTERNATIONAL MANAGEMENT CORPORATION and your check(s) totaling \$200.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Written approval and clearance of the terms BANK, BANKER, BANC, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION must be obtained from the Division of Banking and Finance, pursuant to section 655.922(2a), Florida Statutes. The address is:

Division of Banking
Director's Office
Suite 1401, The Capitol
Tallahassee, FL 32399-0350
(904) 488-1111.

Section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, requires this office to collect a \$500 penalty fee for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$570.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business or conducting affairs in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business or conducting its affairs in Florida prior to the year the application was submitted did not constitute transacting business or conducting affairs pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call
(904) 487-6094

Doug Dickinson
Document Specialist

Lettor Number: 095A00030468



FLORIDA DEPARTMENT OF STATE

Sandra B. Morham
Secretary of State

August 9, 1995

ROBERT MASUD
MASUD & ASSOCIATES
60 STATE ST.
BOSTON, MA 02109

SUBJECT: BANKHOUSE INTERNATIONAL MANAGEMENT CORPORATION
Ref. Number: W95000012649

We have received your document for BANKHOUSE INTERNATIONAL MANAGEMENT CORPORATION and your check(s) totaling \$200.00. However, the document has not been filed and is being retained in this office for the following:

Section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, requires this office to collect a \$500 penalty fee for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$570.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business or conducting affairs in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business or conducting its affairs in Florida prior to the year the application was submitted did not constitute transacting business or conducting affairs pursuant to section 607.1501 or 617.1501, Florida Statutes.

We have received approval from the Department of Banking and Finance for the use of BankHouse International Management Corporation in Florida.

If you have any questions concerning the filing of your document, please call (904) 487-6094.

Doug Dickinson
Document Specialist

Letter Number: 895A00037282

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. BankHouse International Management 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. 04-516 7514
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 9-21-92 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. December 27, 1994
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.)

7. One International Place
Boston, Massachusetts 02110
(Current mailing address)

8. management & financial consulting
(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:

Robert Masud, Esq.
Name: MASUD & ASSOCIATES

Office Address: 1221 Brickell Avenue
Miami, Florida, 33131
(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: James F. Pomeroy II

Address: 11 Meadow Haven Drive
Mashpee, MA 02649

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: James F. Pomeroy II

Address: 11 Meadow Haven Drive
Mashpee, MA 02649

Vice President: _____

Address: _____

Secretary: James F. Pomeroy II

Address: 11 Meadow Haven Drive
Mashpee, MA 02649

Treasurer: James F. Pomeroy II

Address: 11 Meadow Haven Drive
Mashpee, MA 02649

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

13.

James F. Pomeroy II, President
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

James F. Pomeroy II, President
(Typed or printed name and capacity of person signing application)

02649-0100

02649-0100

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BANKHOUSE INTERNATIONAL MANAGEMENT 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 JUNE, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

RECEIVED
JUN 10 1995
DELAWARE
SECRETARY OF STATE




Edward J. Freel, Secretary of State

2310080 8300

950125455

AUTHENTICATION

7529966

DATE:

06-07-95