

F95000004937

October 9, 1995

TO: Qualification/Tax Lien Section
Division of Corporations

200001607272
-10/11/95--01108--004
****122.50 ****122.50

SUBJECT: Measurement Science, Inc.
(Name of corporation - must include suffix)

10-12

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Broughton K. Lang, Esquire

(Name of Person)

Post, Buckley, Schuh & Jernigan, Inc.

(Firm/Company)

2001 N. W. 107 Avenue

(Address)

Miami, Florida 33172

(City/State/Zip)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT 11 AM 6:15

Should you need to call someone concerning this matter, please call:

Broughton K. Lang, Esq.

(Name of Person)

at (305) 592-7275
(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: NONE.

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: James T. Bisson, Jr.Address: 50 Clarendon StreetBoston, MA. 02116

Vice President: _____

Address: _____

Secretary: James T. BissonAddress: 118 Water Oaks WayNaples, Florida 33999

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.

James T. Bisson, Jr. President
(Typed or printed name and capacity of person signing application)

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. Measurement Science, Inc.
(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. Virginia
(State or country under the law of which it is incorporated)
3. 54-152-3834
(FEI number, if applicable)
4. December 4, 1989
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Measurement Science, Inc. has not yet transacted business in Florida
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 61 Inverness Drive East, Suite 203
Englewood, Colorado 80112
(Current mailing address)
8. Surveying Engineering
(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: (P.O. Box or Mail Drop Box NOT acceptable)**
Name: Becky S. Schaffer, Esq.
Office Address: 2001 N. W. 107 Avenue
Miami, Florida, 33172
(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.

Becky S. Schaffer
(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.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

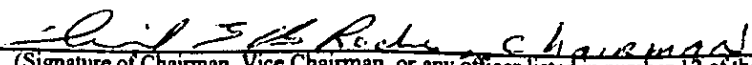
A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: D. Eric Des Roche
Address: 7033 Townsend Drive, Highlands Ranch, CO 80126
Vice Chairman: W. J. Trevor Greening
Address: 1553 West Spring Water Way
Highlands Ranch, CO 80126
Director: John B. Zumwalt, III
Address: 5300 West Cypress Street, Suite 300
Tampa, FL 33607
Director: R. Andy Hathaway
Address: 1575 Northside Drive, N.W., Suite 350
Atlanta, GA 30318

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: D. Eric Des Roche
Address: 7033 Townsend Drive
Highland Ranch, CO 80126
Vice President: W. J. Trevor Greening
Address: 1553 West Spring Water Way
Highlands Ranch, CO 80126
Secretary: W. J. Trevor Greening
Address: 1553 West Spring Water Way
Highlands Ranch, CO 80126
Treasurer: W. J. Trevor Greening
Address: 1553 West Spring Water Way
Highlands Ranch, CO 80126

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

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

14. D. Eric Des Roche, Chairman
(Typed or printed name and capacity of person signing application)

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

MEASUREMENT SCIENCE, INC. is a corporation existing under and by virtue of the laws of Virginia, and is in good standing.

The date of incorporation is December 04, 1989.

Nothing more is hereby certified.

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Signed and Sealed at Richmond
on this Date: September 15, 1995

William J. Bridge
William J. Bridge, Clerk of the Commission

CT CORPORATION SYSTEM

F95000004937

1200 S. Pine Island Road
Plantation, FL 33324
Tel. 954 473 5503
Fax 954 476 0158

August 22, 1997

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

500002276195--6
-08/25/97--01102--001
*****35.00 *****35.00

Re: Measurement Science, Inc.
Order #: 862462

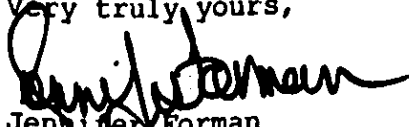
Dear Sir/Madam:

As requested by counsel, we enclose for filing a change of agent on behalf of this corporation, together with funds in payment of the required fees. This document should be filed as soon as possible.

Evidence of the filing should be returned to this office in the self-addressed, stamped envelope provided for your convenience.

If you have any questions or if for any reason the filing cannot be effected promptly, please notify this office of the details by calling our toll-free number: 800-432-3434.

Very truly yours,


Jennifer Forman
Customer Specialist

/jff

Enclosures

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97 AUG 25 PM 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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
Virginia 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: Measurement Science, Inc.

1b. Date of incorporation October 11, 1995 Document number E95000004937

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

Becky S. Schaffer, Esq., 2001 NW 107 Ave., Miami, FL 33172

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

C T CORPORATION SYSTEM

c/o C T CORPORATION SYSTEM, 1200 South Pine Island Rd., Plantation, Florida 33324

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.

Richard A. Wickett

SIGNATURE

August 14, 1997

DATE

Richard A. Wickett

Typed or printed name and title

Vice President and Treasurer

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.

SIGNATURE BY: Vicky Goldstein

DATE 8-22-97

C T CORPORATION SYSTEM

(Registered Agent)

VICKY GOLDSTEIN

SPECIAL ASSISTANT SECRETARY

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314

CR2E045 (7-91)

(FLA. - 2194 - 3/4/92)

FILING FEE: \$35.00