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(617) 523-7379

G. K. RICHARDSON (1892-1978)
CARLE B. TYLER, JR. (1896-1986)

January 24, 1996

Florida Secretary of State's Office
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Certificate of Authority for JB Systems, Inc.

300001699833
-01/29/96--01015--009
*****70.00 *****70.00

Dear Sir or Ms.:

Enclosed please find the following:

- 1) Application by Foreign Corporation for Authorization to Transact Business in Florida;
- 2) Certificate of Good Standing from the Massachusetts Secretary of State; and
- 3) Check in the amount of \$70.00 to cover the fees.

Please send the final registration materials to:

JB Systems, Inc.
10360 72nd Street N., Suite 809
Largo, FL 34647

Thank you for your attention to this matter. Feel free to call this office if you have questions or problems.

Very truly yours,

RICHARDSON AND TYLER

by:

Benedict A. Monachino
Benedict A. Monachino

enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN 31 AM 8:54
1/31

**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. J.B. Systems, 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. Massachusetts, U.S.A.

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

3. 04-2594311

(FEI number, if applicable)

4. May 19, 1976

(Date of Incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. January 2, 1995

(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.156, F.S.))

7. 10360 72nd Street N. Suite 809

Largo, FL 34647

(Current mailing address)

8. See Continuation Sheet A.

(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 obligations of my position as registered agent.

C T CORPORATION SYSTEM

Lauren H. Kreatz
(Registered agent's signature) (Officer)

LAUREN H. KREATZ

SPECIAL ASST. SECRETARY

(Type Name and Title of Officer)

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: Jack Bryant

Address: 10360 72nd St. N. Suite 809

Largo, FL 34647

Vice Chairman: Robert T. Langthorne

Address: 2570 142nd Street

Surrey, British Columbia V4A6A9 Canada

Director: William J. Bryant

Address: 15 Gates Street

Worcester, MA 01610

Director: _____

Address: _____

B. OFFICERS

President: Jack Bryant

Address: 10360 72nd St. N. Suite 809

Largo, FL 34647

Vice President: --

Address: _____

Secretary: Joseph M. Klements

Address: 15 Broad Street, Suite 900

Boston, MA 02109

Treasurer: Jack Bryant

Address: 10360 72nd St. N. Suite 809

Largo, FL 34647

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. Jack Bryant, President, Chairman

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



William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts
Secretary of the Commonwealth
State House, Boston, Massachusetts 02133

January 24, 1996

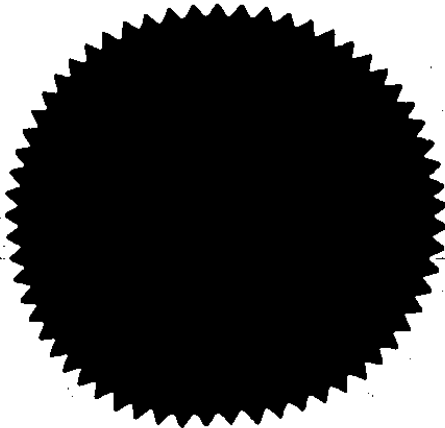
TO WHOM IT MAY CONCERN:

I hereby certify that according to the records of this office

J. B. Systems, Inc.

is a domestic corporation organized on **May 19, 1976**, 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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN 31 AM 8:55

* 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.

** MGL Chapter 156B Section 83A provides that certain consolidations and mergers may be filed with the division within thirty days after the effective date of the merger or consolidation.