

TRANSMITTAL LETTER

**F96000001527**

Qualification/Tax Lien Section  
Division of Corporations

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-03/25/86--01006--001  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: BREEZE ACQUISITION CORPORATION  
(Name of corporation - must include suffix)

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:

Ann F. Johnson  
(Name of Person)

Sayer, Regan & Thayer  
(Firm/Company)

130 Bellevue Avenue, Unit 2  
(Address)

Newport, RI 02840  
(City/State/Zip)

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 MAR 25 AM 9:26

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

Ann F. Johnson at ( 401 ) 849-3040  
(Name of Person) (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

**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. BREEZE ACQUISITION 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

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

3. application pending

(FEI number, if applicable)

4. March 6, 1996

(Date of Incorporation)

5. perpetual

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

6. Upon qualification to do business in Florida

(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 21 Howard Street

Newport, RI 02840

(Current mailing address)

8. Technology design and licensing and all other lawful act or activity  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)  
for which corporations may be organized.

9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: Harry C. Offutt, III

Office Address: 3003 Cardinal Drive, Ste. 3

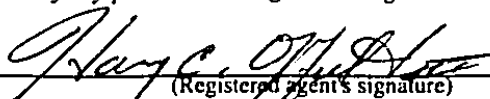
Vero Beach

, Florida, 32963

(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.*

  
(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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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)**

Director: Andrew J. MacGowan  
Address: 21 Howard Street  
Newport, RI 02840

Director: XXXXXXXXXX Harry C. Offutt, III  
Address: 3003 Cardinal Drive, Ste. C  
Vero Beach, FL 32963

Director: Douglas B. Stevenson  
Address: 21 Howard Street  
Newport, RI 02840

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

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

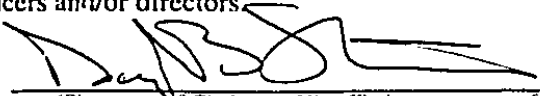
President: Andrew J. MacGowan  
Address: 21 Howard Street  
Newport, RI 02840

Vice President: \_\_\_\_\_  
Address: \_\_\_\_\_

Secretary: Douglas B. Stevenson  
Address: 21 Howard Street  
Newport, RI 02840

Treasurer: Harry C. Offutt, III  
Address: 3003 Cardinal Drive, Ste. C  
Vero Beach, FL 32963

**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. Douglas B. Stevenson, Secretary  
(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 "BREEZE ACQUISITION 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 ELEVENTH DAY OF MARCH, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 MAR 25 AM 9:26



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION: 7860027

DATE: 03-11-96

Richard N. Sayer  
Peter Brent Regan  
Mark M. Thayer

James C. McCall  
Francis J. Flanagan\*  
\*Also admitted in PA and DC

**F96000001527**  
Slyce Regan & Thayer  
ATTORNEYS AND COUNSELLORS AT LAW

130 Bellevue Avenue, Unit 2  
Newport, RI 02840-3283  
Telephone: (401) 849-3040  
Fax: (401) 849-4330

April 1, 1996

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

Re: BREEZE ACQUISITION CORPORATION, Document No. F96000001527.

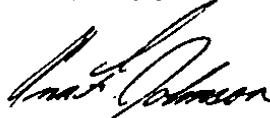
Dear Sir/Madam:

The above-referenced corporation recently received authorization to transact business in Florida as of March 25, 1996. However, the corporation had not received its FEI number from the I.R.S. at the time of the corporation filed its application for authority to transact business in Florida.

At this time, however, the corporation has received its FEI number from the I.R.S. The FEI Number for BREEZE ACQUISITION CORPORATION is 05-0489708.

If you have any questions regarding this matter, please do not hesitate to contact me. Thank you.

Very truly yours,



Ann F. Johnson, Esq.

/AFJ

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mpl  
4-4-96