

Document Number Only

F96000002156

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

904-222-1092

CORPORATION(S) NAME

SECRETARY OF STATE
-03/20/96--01055--020
*****70.00 *****70.00

W96-6020

DMR Group, Inc.

☒ Profit

☐ NonProfit

☐ Limited Liability Company

☒ Foreign

☐ Amendment

☐ Merger

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Annual Report

☐ Reservation

☐ Other

☐ Change of R.A.

☐ Certified Copy

☐ Photo Copies

☐ Fictitious Name

☐ CUS/ G/S

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Call if Problem

☐ Will Wait

☐ After 4:30

☒ Pick Up

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

3/20/96

PLEASE RETURN EXTRA COPIES
FILE STAMPED

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DIVISION OF CORPORATIONS
95 APR 30 AM 11:55

RECEIVED
96 MAR 20 AM 11:59
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

March 20, 1996

CT SYSTEM

SUBJECT: DMR GROUP, INC.
Ref. Number: W9600006020

d/b/a

DMR Group, Inc. of Massachusetts

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DIVISION OF CORPORATIONS

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DIVISION OF CORPORATIONS
96 APR 30 AM 11:55

We have received your document for DMR GROUP, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 496A00012784

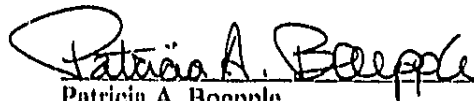
Walk-In
Pick-Up
4/30/96

DMR GROUP, INC.
a Massachusetts corporation
(the "Company")

CERTIFICATE OF THE SECRETARY

I, Patricia A. Boepple, Secretary of the Company, do hereby certify that the attached Resolution, Exhibit A, is a full, true and correct copy of the resolution adopted by the Board of Directors of the Company via unanimous written consent, effective April 3, 1996, and as of the date hereof, they have not been amended, revoked or modified and remain in full force and effect.

IN WITNESS THEREOF, I have set my hand this 24th day of April, 1996.


Patricia A. Boepple
Secretary

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DIVISION OF CORPORATIONS
96 APR 30 AM 11:55

DMR GROUP, INC.
a Massachusetts corporation
(the "Company")

RESOLUTION OF THE BOARD OF DIRECTORS

APRIL 3, 1996

RESOLVED, that DMR Group, Inc., organized and existing in the Commonwealth of Massachusetts, hereby adopts to do business as DMR Group, Inc. of Massachusetts in the State of Florida.

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96 APR 30 AM 11:55

Exhibit A

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. DMR Group, 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
(State or country under the law of which it is incorporated)
3. 042736710
(FEI number, if applicable)
4. August 17, 1981
(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 617.156, F.S.))
7. 404 Wyman Street Suite 450, Waltham, Massachusetts 02154-1264
(Current mailing address)
8. Information technology consultants
(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

(Registered agent's signature) (Officer)

NASEEM A. CONDE

SPECIAL ASST. 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: See attached list of directors

Address: _____

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: See attached list of officers

Address: _____

Secretary: See attached list of officers

Address: _____

Treasurer: See attached list of officers

Address: _____

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

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

14. Patricia A. Boepple, Secretary
(Typed or printed name and capacity of person signing application)

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96 APR 30 4:11:55

DMR GROUP, INC.
Officers

<u>Name/Title</u>	<u>Business Address</u>	<u>Residence Address</u>
Michael Poehner President	Overpeck Centre 85 Challenger Road Ridgefield Park, NJ 07660	30 Cameron Court Basking Ridge, NJ 07920
Steve Perrone Treasurer	1200 McGill College Avenue Suite 2300 Montreal, QC H3B 4G7 Canada	18129 Elkas Boulevard Kirkland, QC H9J 3E1 Canada
John Keating Clerk	404 Wyman Street Suite 450 Waltham, MA 02154	84 Walpole Street Canton, MA 02021
William Baker Vice President	9399 West Higgins Road Suite 1000 Rosemont, IL 60018-4901	20 E. Cedar 6-7c Chicago, IL 60611
Aurora Coya Vice President	Overpeck Centre 85 Challenger Road Ridgefield Park, NJ 07660	One Carriage Court Wash TWSHP, NJ 07675
Raymond Gagné Vice President	1200 McGill College Avenue Suite 2300 Montreal, QC H3B 4G7 Canada	66 de Bretagne Candiac, QC J5R 3M8 Canada
Kathryn Ward Vice President	50 Fremont Street Suite 1410 San Francisco, CA 94105	60 Corte Yolanda Moraga, CA 94556
A. Ronald McCulloch Vice President	50 Fremont Street Suite 1410 San Francisco, CA 94105	11 Vista Clara Road Sausalito, CA 94965
Bruce Ryan Chairman of the Board	1250 East Arques Avenue Sunnyvale, CA 94088-3470	14580 Clearview Drive Los Gatos, CA 95030
Peter Donahower Assistant Treasurer	1250 East Arques Avenue Sunnyvale, CA 94088-3470	1502 Edinburg San Mateo, CA 94402

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Patricia Boepple
Secretary

1250 East Arques Avenue
Sunnyvale, CA 94088-3470

247 Wabash Avenue
San Jose, CA 95128

Lorie Moon
Assistant Secretary

1250 East Arques Avenue
Sunnyvale, CA 94088-3470

575 E. Remington Dr. #20D
Sunnyvale, CA 94087

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DIVISION OF CORPORATIONS
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DMR GROUP, INC.
Directors

<u>Name</u>	<u>Business Address</u>	<u>Residence Address</u>
Michael Poehner	Overpeck Centre 85 Challenger Road Ridgefield Park, NJ 07660	30 Cameron Court Basking Ridge, NJ 07920
A. Ronald McCulloch	50 Fremont Street Suite 1410 San Francisco, CA 94105	11 Vista Clara Road Sausalito, CA 94965
Pierre Ducros	1200 McGill College Avenue Suite 2300 Montreal, QC H3B 4G7 Canada	1240 Kenilworth Mont-Royal, QC H3R 2R7

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DIVISION OF CORPORATIONS
96 APR 30 AM 11:55



William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts
Secretary of the Commonwealth
State House, Boston, Massachusetts 02188

March 14, 1996

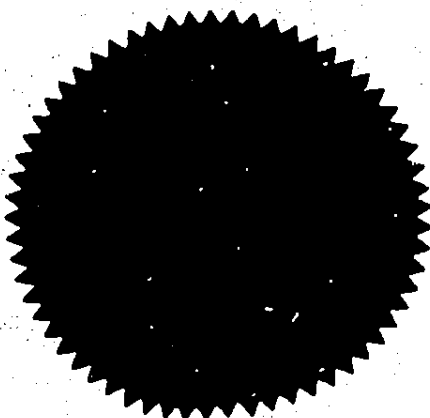
TO WHOM IT MAY CONCERN:

I hereby certify that according to the records of this office

DMR Group, Inc.

is a domestic corporation organized on **August 17, 1981**, 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

JBM

* 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.

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DIVISION OF CORPORATIONS
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F96000002156

CT CORPORATION SYSTEM

49 Stevenson Street
Suite 900
San Francisco, CA 94105
Tel. 415 547 7650
Fax 415 227 0761

March 5, 1997

RE: DMR GROUP, INC.
(MASSACHUSETTS DOMESTIC)

ORDER # 754504

TO WHOM IT MAY CONCERN:

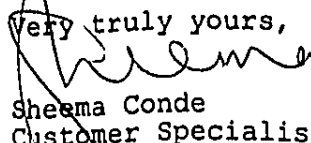
If in order, please file the attached Application for Withdrawal and check(s) in payment of required fees.

Upon filing, please return all furnished evidence to my attention. A return prepaid envelope is attached for your use.

You may reach me toll free at 1-800-227-4734 if you have any questions concerning this filing.

Thank you.

Very truly yours,


Sheema Conde
Customer Specialist

Enclosures

/sc

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*****35.00 *****35.00

Corporate Records Bureau
Division of Corporations
SECRETARY OF STATE
P.O. Box 6327
Tallahassee, FL 32314

FILED
97 MAR 18 AM 10:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Conzant
Conde

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL OF AUTHORITY
TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN FLORIDA**

DMR Group, Inc.

(Name of Corporation) (doing business in Florida as
DMR Group, Inc. of Massachusetts)

Massachusetts

(Incorporated Under Laws Of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

1250 E. Arques Avenue m/s 256

(Mailing Address)

Sunnyvale, California 94088-3470

(City - State - Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

Patricia A. Boepple
Signature

February 4, 1997
Date

Patricia A. Boepple

Typed or printed name

Secretary

Title

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA