

F96000002338

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

EDUCATION 1814200
-05/09/98--01016--003
*****70.75 *****70.75

SUBJECT: New Haven Manufacturing 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:

John Guarido
(Name of Person)

New Haven Manufacturing Corporation
(Firm/Company)

446 Blake Street
(Address)

New Haven CT 06515
(City/State/Zip)

805/9
96 MAY - 8 PM 2:22
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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

John Guarido at (203) 387-2572
(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. New Haven Manufacturing 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. 06-1654935
(FEI number, if applicable)

4. December 12, 1988
(Date of Incorporation)

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

6. 5/1/96
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 446 Blake Street
New Haven, CT 06515
(Current mailing address)

8. Sales offices
(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: CT Corporation System

Office Address: 1200 South Pine Island Rd

Plantation, Florida, 33324
(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.

X Ann Marie Cummins
(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
96 MAY - 8 PM 2:22

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: See Attached
Address: _____
Vice Chairman: _____
Address: _____
Director: _____
Address: _____
Director: _____
Address: _____

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

President: John Flanagan
Address: 2150 Massachusetts Avenue
Lexington, MA 02173
Vice President: Giulio Balestrino
Address: 243 High Plains Drive
Orange, CT 06477
Secretary: Edmund C. Young
Address: 49 Maurice Hill Rd
Somers CT 06071
Treasurer: _____
Address: _____

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DIVISION OF CORPORATIONS
JUN 11 - 8 PM 2:22

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

13. Giulio Balestrino
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)
14. Giulio Balestrino Chief Executive Officer
(Typed or printed name and capacity of person signing application)

BOARD OF DIRECTORS

John P. Flanagan - President & Chairman of the Board
2150 Massachusetts Ave.
Lexington, MA 02173

SSN 013-32-3244

president

Giulio C. Balestrino - Chief Operating Officer
243 High Plains Dr.
Orange, CT 06477

047-32-1914

Vice President

Edmund C. Young - Chief Financial Officer
49 Manse Hill Road
Somers, CT 06071

SSN 105-46-8473

Deputy

James Murphy
Bank America Venture
950 Tower Lane
Suite 700
Foster City, CA 94404

Robert O'Buch
Bank America Venture
950 Tower Lane
Suite 700
Foster City, CA 94404

Rory O'Driscoll
Bank America Venture
950 Tower Lane
Suite 700
Foster City, CA 94404

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
56 MAY - 9 PM 2:22

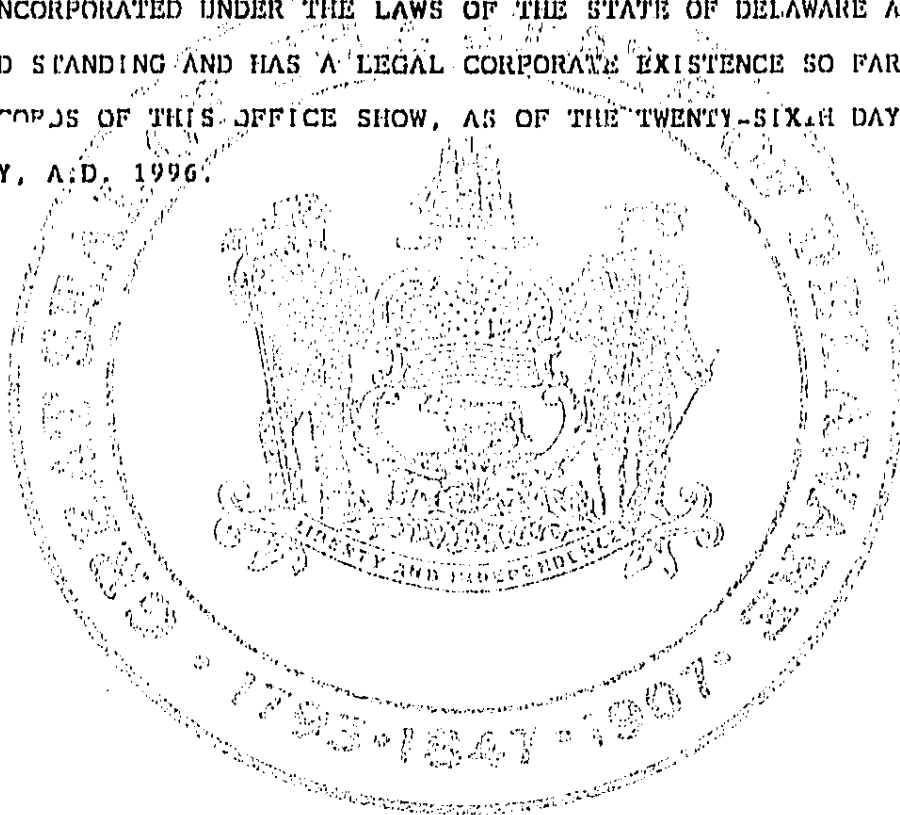

Signature and Date

NOTE:

In addition, there is an unfilled seat on the Board of Directors. This seat will either be filled by a non-Bank of America personnel or a Bank of America position on the board will be eliminated

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NEW HAVEN MANUFACTURING CORP." 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 TWENTY-SIXTH DAY OF JANUARY, A.D. 1996.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY -8 PM 2:22




Edward J. Freel, Secretary of State

AUTHENTICATION:

2180820 300

DATE: 7805119

960021292

01-26-96

3789 2911

Document Number Only

F96000002338

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

400002291214---7
09/12/97--01001--006
****35.00 ****35.00

New Haven Manufacturing Corp.

Changing name to

NHMS Dissolution Corp.

☐ Profit

☐ NonProfit

☐ Limited Liability Co.

☐ Foreign

☒ Amendment

☐ Merger

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Annual Report

☐ Reservation

☐ Other ucc Filing

☐ Change of R.A.

☐ Fic. Name

☐ Certified Copy

☐ Photo Copies

☐ CUS

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Call if Problem

☐ After 4:30

☒ Pick Up

Name

Availability

Document
Examiner

Updater

Verifier

Acknowledgment

W.F. Verifier

PLEASE RETURN EXTRA COPIES
FILE STAMPED

THANKS, MELANIE ☺

5-11
date auth.
corrected
per

9/12 gong
Name
Change

DIVISION OF CORPORATION

97 SEP 11 PM 2:30

RECEIVED

CR2E031 (1-89)

**APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN
FLORIDA**

FILED
97 SEP 11 PM 4:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I (1-3 must be completed)

1. New Haven Manufacturing Corp
Name of corporation as it appears within the records of the Department of State.
2. Incorporated under laws of: Delaware
3. Date authorized to do business in Florida: May 8, 1996

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

September 4, 1997

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

NHM Dissolution Corp.

6. If the amendment changes the period of duration, indicate new period of duration.

No Change

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

N/A

Roy C. David
Signature
Name and Title

Roy C. David, Chief Executive Officer

Sept 5, 1997
Date

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 THAT THE SAID "NEW HAVEN MANUFACTURING CORP.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "NHM DISSOLUTION CORP.", THE EIGHTH DAY OF SEPTEMBER, A.D. 1997, AT 10 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

2180820 8320

971297905

AUTHENTICATION:

8639489

DATE:

09-08-97