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PRINCETON HALL
LEGAL & FINANCIAL SERVICES

100 HAYS STREET

PRINCETON, NJ 08540

904-223-7171

904-223-7171 FAX

800-1-8086

96 JUL 17 PM 1:13

ACCOUNT NO. : 072100000037 OF CORPORATION

REFERENCE : 021419 7112817

AUTHORIZATION : Patricia Pujich

COST LIMIT : \$ 70.00

ORDER DATE : July 16, 1996

ORDER TIME : 12:20 PM

ORDER NO. : 021419

CUSTOMER NO: 7112817

000001896840

CUSTOMER: Mr. Barry N. Ohait
G.t. Reilly & Company
424 Adams Street

Milton, MA 02186

FOREIGN FILINGS

NAME: SHIELDS DESIGN GROUP, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Clint Fuhrman

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**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. SHIELDS DESIGN 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 3. 04-3119441
(State or country under the law of which it is incorporated) (FBI number, if applicable)
4. 5-1-91 5. PERPETUAL
(Date of Incorporation) (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 617.155, F.S.))

7. 31 SCHOOSSETT STREET
PEMBROKE MA 02359
(Current mailing address)

8. DESIGN SERVICES
(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: The Prentice-Hall Corporation System, Inc.

Office Address: 1201 Hays Street, Suite 105

Tallahassee, Florida, 32301
(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.

The Prentice-Hall Corporation System, Inc.

By: Judith H. Blancett Judith Blancett, Asst. Sec.
(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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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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: MARY SHIELDS

Address: 51 MANOMET AVENUE, PLYMOUTH, MA

Director: _____

Address: _____

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

President: MARY SHIELDS

Address: 51 MANOMET AVENUE, PLYMOUTH, MA

Vice President: _____

Address: _____

Secretary/Clerk EDWARD JAMES SHIELDS III, ESQ.

Address: 112 PETERSON PATH, MARSHFIELD

Treasurer: SUSAN S. DARIAN

Address: 467 HOLLY ROAD, MARSEFIELD, MA

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

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

14. TREASURER - SUSAN S. DARIAN
(Typed or printed name and capacity of person signing application)

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William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02188

July 16, 1996

TO WHOM IT MAY CONCERN:

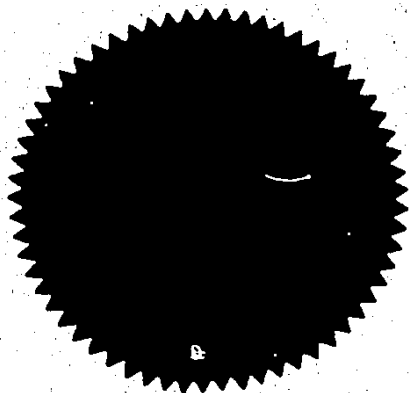
I hereby certify that according to the records of this office

Shields Design Group, Inc.

is a domestic corporation organized on **April 18, 1991**, 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.

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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.