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TO: Qualification/Tax Lien Section
Division of Corporations

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-04/05/95--01099--006
*****78.75 *****78.75

SUBJECT: WHITHAM ASSOCIATES, INC.
(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:

JAY A. WHITHAM
(Name of Person)
WHITHAM ASSOCIATES, INC.
(Firm/Company)
4411 BEE RIDGE ROAD #303
(Address)
SARASOTA, FL 34233
(City/State/Zip)

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DIVISION OF CORPORATIONS

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

JAY A. WHITHAM at (941) 506-4006
(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. WHITHAM ASSOCIATES, 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. 04 310 5124
(State or country under the law of which it is incorporated) (FBI number, if applicable)
4. DEC. 11, 1990 5. PERPETUAL
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 9/15/96
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 4411 BEE RIDGE RD. # 303
SARASOTA, FL 34233
(Current mailing address)
8. REAL ESTATE CONSULTING
(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: JAY A. WHITHAM

Office Address: 5561 CAPE LEYTE DR.

SARASOTA, Florida, 34242
(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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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: JAY A. WHITHAM

Address: 5561 CAPE LEYTE DRIVE
SARASOTA, FL 34242

Vice Chairman: NA

Address: _____

Director: NA

Address: _____

Director: NA

Address: _____

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

President: JAY A. WHITHAM

Address: 5561 CAPE LEYTE DRIVE
SARASOTA, FL 34242

Vice President: NA

Address: _____


Secretary: JAY A. WHITHAM

Address: 5561 CAPE LEYTE DRIVE
SARASOTA, FL 34242

Treasurer: JAY A. WHITHAM

Address: 5561 CAPE LEYTE DRIVE
SARASOTA, FL 34242

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. JAY A. WHITHAM, CHAIRMAN
(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 11, 1996

TO WHOM IT MAY CONCERN:

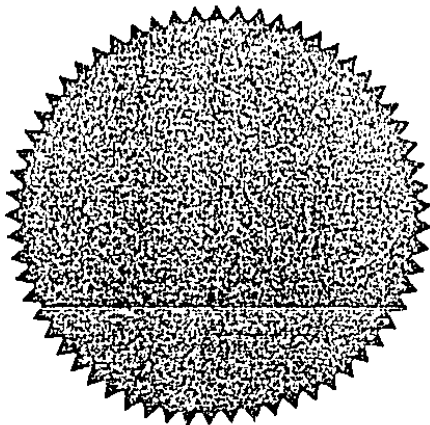
I hereby certify that according to the records of this office

Whitham Associates, Inc.

is a domestic corporation organized on **December 11, 1990**, 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

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* 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.