

F96000005903

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TALLAHASSEE, FL 32301

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PREMIER HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 151207 4324736

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pizito

ORDER DATE : November 11, 1996

ORDER TIME : 9:55 AM

ORDER NO. : 151207-010

CUSTOMER NO: 4324736

500002002925--7

CUSTOMER: John D. Cromie, Esq
Connell Foley & Geiser
85 Livingston Avenue

Roseland, NJ 07068

FOREIGN FILINGS

NAME: FWI 1, INC.

FILED
NOV 13 1996
ST

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV 13 AM 11:55
11/13

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. FWI 1, 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. Delaware
(State or country under the law of which it is incorporated)
3. _____
(FEI number, if applicable)
4. 10/25/96
(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 817.155, F.S.)
7. 197 Eighth Street
Boston, Massachusetts 02129
(Current mailing address)
8. _____
(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: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(Zip Code)

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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.

Corporation Service Company
By: Karen B. Rozar
(Registered agent's signature)
Karen B. Rozar, as its agent

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: Thomas J. Cannon, III

Directors ~~Address~~ Michael de Havenon

Anthony Lafaire

~~Vice Chairman~~ Michael Lurie

~~Address~~ Martin McInerney

Director: _____

All Address: 197 Eighth Street
Boston, Massachusetts 02129

Director: _____

Address: _____

B. OFFICERS

President: Thomas J. Cannon, III

Address: 197 Eighth Street
Boston, Massachusetts 02129

Vice President: N/A

Address: _____

Secretary: Martin McInerney


Address: 197 Eighth Street
Boston, Massachusetts 02129

Treasurer: N/A

Address: _____

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.)
Not included

14.

Thomas J. Cannon, III, Chairman & President

(Typed or printed name and capacity of person signing application) *and not*
indiv. by

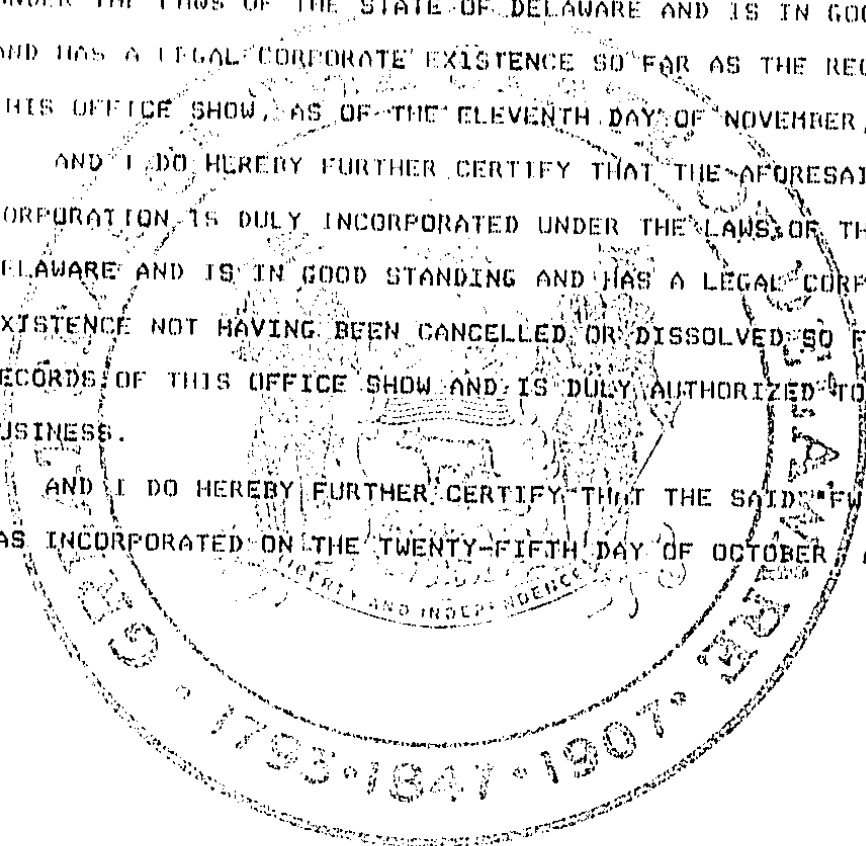
State of Delaware
Office of the Secretary of State

PAGE 1

I EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FWI 1, INC." 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 NOVEMBER, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "FWI 1, INC." WAS INCORPORATED ON THE TWENTY-FIFTH DAY OF OCTOBER, A.D. 1996.



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV 13 AM 11:55



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

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960327534

8185481

11-11-96