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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN -5 AM 9:44

SUBJECT: Mystic Scenic Studios, 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: 00002389041--0
-01/05/98--01009--011
*****70.00 *****70.00

Duncan Maio
(Name of Person)

Mystic Scenic Studios, Inc
(Firm/Company)

1105 East Street
(Address)

Dedham, MA 02026
(City/State/Zip)

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

Duncan Maio at (781) 329-9006
(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

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98 JAN -5 AM 9:45
DIVISION OF CORPORATIONS

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. Mystic Scenic Studios, 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. 04-3041178
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 1-1-89 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 1-1-98
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 1105 East Street
Dedham, MA 02026
(Current mailing address)

8. Design, construction and installation of scenery, displays,
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

exhibits, woodworking, plastics and metal fabrication.
9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)


Name: George N. Meros, Jr., Esq.
Rumberger, Kirk & Caldwell
106 E. College Ave.

Office Address: Tallahassee

Florida, 32302
(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: Jim Ray

Address: 82 Chestnut Street,
Dedham, MA

Vice Chairman: Jonathan Hondorp

Address: 16 Hawthorne Street
Somerville, MA

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Jim Ray

Address: See above

Sr. Vice President: Jonathan Hondorp

Address: See above

Secretary/~~Treasurer~~ Jonathan Hondorp

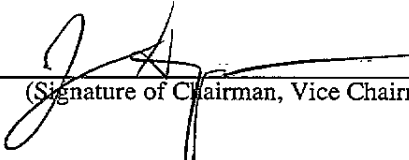
Address: _____

~~Treasurer~~ Vice President: Michael McKenna

Address: 109 Northdale Road
West Roxbury MA

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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. Jonathan Hondorp, Senior Vice President
(Typed or printed name and capacity of person signing application)



The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02133

William Francis Galvin
Secretary of the
Commonwealth

December 30, 1997

TO WHOM IT MAY CONCERN:

I hereby certify that the records of this office show that

River Scenic Studios, Inc.

was incorporated under the General Laws of this Commonwealth on

January 1, 1989

I further certify that by articles of amendment filed on January 13, 1989

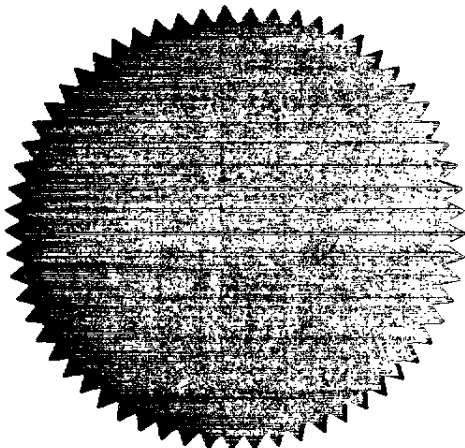
the name of said corporation was changed to

Mystic Scenic Studios, Inc.

and said corporation still has legal existence.

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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
*

MGL Chapter 156B, § 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.