



THE UNITED STATES
CORPORATION
COMPANY

F98000001170

ACCOUNT NO. : 072100000032

REFERENCE : 015626 4305026

AUTHORIZATION : Patricia Pyjunt

COST LIMIT : \$ 35.00

ORDER DATE : October 30, 1998

ORDER TIME : 10:16 AM

ORDER NO. : 015626-005

CUSTOMER NO: 4305026

000002677570--0

CUSTOMER: Julianne M. Ells, Legal Asst
Sullivan & Worcester
One Post Office Square

Boston, MA 02109

FOREIGN FILINGS

NAME: ATSC GP INC.

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

FILED
98 NOV -2 PM 1:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DIVISION OF CORPORATION
98 NOV -2 AM 10:40
RECEIVED

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

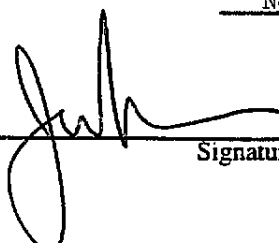
98 NOV -2 PM 1:48
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I
(1-3 MUST BE COMPLETED)

1. ATSC GP Inc.
Name of corporation as it appears on the records of the Department of State.
2. Delaware 3. March 2, 1998
Incorporated under laws of Date authorized to do business in Florida

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 14, 1998
5. ATC GP Inc.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.
- No Change
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
- No Change
New Jurisdiction



Signature
Justin D. Benincasa
Typed or printed name

October 14, 1998

Date
Vice President

Title

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 THAT THE SAID "ATSC GP INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "ATC GP INC.", THE FOURTEENTH DAY OF SEPTEMBER, A.D. 1998, AT 9:04 O'CLOCK A.M.

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.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

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