

F98000001726

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Judith Ross & Co., 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:

Malcolm Ross
(Name of Person)
Judith Ross & Co., Inc.
(Firm/Company)
2 Newbury Street
(Address)
Boston, MA 02116-3211
(City/State/Zip)

300002469083--3
-03/26/98--01046--003
*****8.75 *****8.75

300002469083--3
-03/26/98--01046--002
*****70.00 *****70.00

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

Malcolm Ross
or Faith Proctor at (617) 267-5045
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section
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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SECRETARY OF STATE
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. Judith Ross & Co., 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. 04-3193757
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. June 3, 1993 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 817.155, F.S.)

7. 2 Newbury Street
Boston, MA 02116-3211
(Current mailing address)

8. To carry on an interior design business, and generally, all other activities permitted by applicable law.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

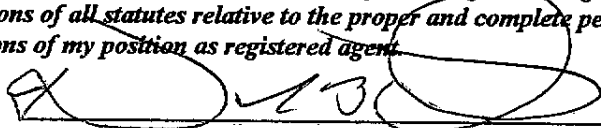
Name: Donald Winer

Office Address: 3 Middle Road

Sewall's Point, Florida, 34996
(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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Malcolm H. Ross

Address: 110 Arlington Road

Chestnut Hill, MA 02167

Director: Judith C. Ross

Address: 110 Arlington Road

Chestnut Hill, MA 02167

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

President: Malcolm H. Ross

Address: 110 Arlington Road

Chestnut Hill, MA 02167

Vice President: _____

Address: _____

Secretary: Judith C. Ross

Address: 110 Arlington Road

Chestnut Hill, MA 02167

Treasurer: Malcolm H. Ross

Address: 110 Arlington Road

Chestnut Hill, MA 02167

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

13. Malcolm H. Ross

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

14. Malcolm H. Ross, President

(Typed or printed name and capacity of person signing application)

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The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02133

William Francis Galvin
Secretary of the
Commonwealth

March 20, 1998

TO WHOM IT MAY CONCERN:

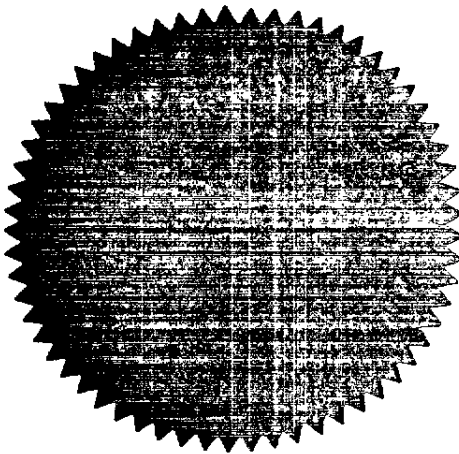
I hereby certify that according to the records of this office

Judith Ross & Co., Inc.

is a domestic corporation organized on **June 3, 1993**, 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

NEM

* 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.