

F98000001821



ACCOUNT NO. : 072100000032

REFERENCE : 760997 4304937

AUTHORIZATION :

Patricia Pujate

COST LIMIT : \$ 70.00

ORDER DATE : March 30, 1998

ORDER TIME : 9:43 AM

ORDER NO. : 760997-060

CUSTOMER NO: 4304937

CUSTOMER: Anne T. Leland, Legal Asst
Mintz, Levin, Cohn, Ferris,
One Financial Center

Boston, MA 02111

DIVISION OF CORPORATION

98 MAR 31 AM 10:54

RECEIVED

FOREIGN FILINGS

NAME: NORTHLAND SOUTHWEST PARTNERS
INCORPORATED

XXXX QUALIFICATION (TYPE: CO)

3000002473433--4

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

903/31
98 MAR 31 AM 11:28
FILED
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. Northland Southwest Partners Incorporated
(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. March 26, 1998
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon filing
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 2150 Washington Street
Newton, MA 02162
(Current mailing address)
8. Act as General Partner of Limited Partnership
(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)**

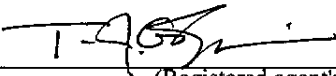
Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301
(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.


Timothy J. O'Brien
(Registered agent's signature) *Asst. V.P.*

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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 31 AM 11:28

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: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 31 AM 11:28

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

13. Steven P. Rosenthal

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

14. Secretary

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

LIST OF OFFICERS AND DIRECTORS

Officers:

Larry R. Gottesdiener	111 Arnold Road Wellesley, MA 02181	President
Robert S. Gatof	6 Rockwood Road Sherborn, MA 01770	Treasurer and Asst. Secretary
Steven P. Rosenthal	39 Orchard Street Marblehead, MA 01945	Secretary

Directors:

Larry R. Gottesdiener	111 Arnold Road Wellesley, MA 02181
Robert S. Gatof	6 Rockwood Road Sherborn, MA 01770

TRADOCs: 1089667.1 (ncsj011.doc)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 31 AM 11:28

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NORTHLAND SOUTHWEST PARTNERS INCORPORATED" 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 THIRTIETH DAY OF MARCH, A.D. 1998.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 31 AM 11:28



Edward J. Freel

Edward J. Freel, Secretary of State

2876852 8300

981122443

AUTHENTICATION:

DATE:

9001832

03-30-98