

F980000002440
TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

300002477313--4
-04/02/98--01094--001
*****70.00 *****70.00

SUBJECT: TRANSIT IMAGE, INC.

(Name of corporation - must include suffix)

Dear Sir or Madam:

300002477313--4
-04/29/98--01099--001
***1150.00 ***1150.00

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:

DAVID P SULLIVAN, CPA

(Name of Person)

SULLIVAN AND FOLAN, CPA'S

(Firm/Company)

220 FORBES ROAD, SUITE 305

(Address)

BRAINTREE, MA 02184

(City/State/Zip)

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

DAVID P. SULLIVAN, CPA

(Name of Person)

at 781-849-6060

(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

W98-7440
Pg. 591

APR 29 1998



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 3, 1998

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TALLAHASSEE, FLORIDA

DAVID P. SULLIVAN, CPA
SULLIVAN AND FOLAN, CPA'S
220 FORBES ROAD, SUITE 305
BRAINTREE, MA 02184

SUBJECT: TRANSIT IMAGE, INC.
Ref. Number: W98000007440

We have received your document for TRANSIT IMAGE, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$1150.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 998A00017817

SULLIVAN AND FOLAN

Certified Public Accountants Business Consultants

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

April 23, 1998

Agnes Lunt
Document Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

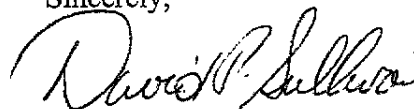
RE: Transit Image, Inc.
 Ref. Number: W98000007440

Dear Ms. Lunt:

Enclosed please find a check in the amount of \$1,150 for Transit Image, Inc., per your request.

Should you need any further information, please feel free to contact me.

Sincerely,



David P. Sullivan
Certified Public Accountant

DPS:jb

Enclosure

**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. TRANSIT IMAGE, 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. 04-2994819

(FEI number, if applicable)

4. 1-18-88

(Date of Incorporation)

5. PERPETUAL

(Duration: Year corp. will cease to exist or
"perpetual")

6. 1-11-97

(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.1501, F.S.))

7. 35 CHIEFS WAY P.O. BOX 1409

RANDOLPH MA 02368-4222

(Current mailing address)

8. SERVICE

(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: C T CORPORATION SYSTEM

Office Address: 1200 SOUTH PINE ISLAND ROAD

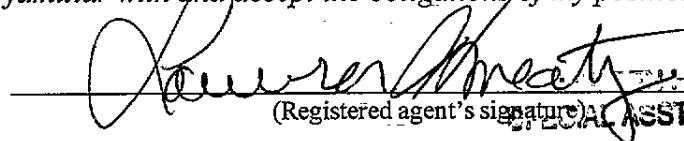
PLANTATION

, Florida, 33324

(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) **PAUL KREATZ**
SPECIAL ASST. SECRETARY

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: ROBERT E. KEATING

Address: 65 WINDY HILL ROAD

COHASSET, MA 02025

Director: WILLIAM H. BURKE

Address: 264 ALLERTON COMMON

BRAINTREE, MA 02184

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TALLAHASSEE, FLORIDA

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

President: ROBERT E. KEATING

Address: 65 WINDY HILL ROAD

COHASSET, MA 02025

Vice President: _____

Address: _____

Secretary: AUSTIN W. BURKE

Address: 46 MAYFLOWER ROAD

BRAINTREE, MA 02184

Treasurer: WILLIAM H. BURKE

Address: 264 ALLERTON COMMON, BRAINTREE MA 02184

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. ROBERT E. KEATING PRESIDENT

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

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TRANSIT IMAGE, 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 TWENTY-SEVENTH DAY OF FEBRUARY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "TRANSIT IMAGE, INC." WAS INCORPORATED ON THE EIGHTEENTH DAY OF JANUARY, A.D. 1988.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

2149392 8300

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AUTHENTICATION:

8945816

DATE:

02-27-98