

F98000002552

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

500002511315-5
-05/05/98--01104--003
*****8.75 *****8.75

SUBJECT: The Gnome Group, Incorporated
(Name of corporation - must include suffix)

500002511315-5
-05/05/98--01104--002
*****70.00 *****70.00

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:

Patrick Burke
(Name of Person)

The Gnome Group, Incorporated
(Firm/Company)

9 Hamilton Place Suite 400
(Address)

Boston Ma. 02108
(City/State/Zip)

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

Patrick Burke
(Name of Person)

at 617, 338-7575
(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

5/5
98
FILED
98 MAY -4 PM 12:25
TALLAHASSEE, FLORIDA

**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. The Gnome Group, 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. 04-3301044
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 2/5/96 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 4/20/98
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 9 Hamilton Place
Suite 400, Boston, Ma. 02108
(Current mailing address)

8. Construction Management
(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: Timothy Henry Smith
Office Address: 100 North Biscayne, Suite 701
Miami, FLA, Florida, 33132
(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 Henry Smith
(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.

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: ERIC ASSIMAKOPOULOS

Address: 1198 Venetian Way
Miami, FLA 33139

Vice Chairman: _____

Address: _____

Director: Elliot Assimakopoulos

Address: 9 Royal Crest Drive
Andover, Ma. 01865

Director: _____

Address: _____

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

President: ERIC ASSIMAKOPOULOS

Address: 1198 Venetian Drive
Miami, FLA 33139

Vice President: Elliot Assimakopoulos

Address: 9 Royal Crest Drive
Andover, Ma. 01865

Secretary: _____

Address: _____

Treasurer: ERIC ASSIMAKOPOULOS

Address: 1198 Venetian Drive
Miami, FLA 33139

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. _____

Elliot Assimakopoulos, V.P. + Director
(Typed or printed name and capacity of person signing application)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 MAY -4 PM 12:25

FILED



William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02133

April 28, 1998

To Whom It May Concern :

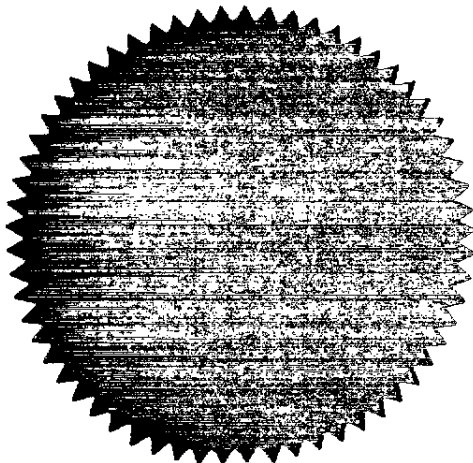
I hereby certify that,

The Gnome Group, Inc.

appears by records of this office to have been incorporated under the General Laws of this Commonwealth on **February 5, 1996**.

I also certify that so far as appears of record here, said corporation still has legal existence.

FILED
98 MAY -4 PM 12:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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

DEG

* 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.