

F98000004666



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 908043 4304937

AUTHORIZATION

COST LIMIT : \$ 70.00

Patricia Pizant

ORDER DATE : July 28, 1998

ORDER TIME : 10:03 AM

ORDER NO. : 908043-005

CUSTOMER NO: 4304937

500002601379--8

CUSTOMER: Anthony Issa, Legal Asst
Mintz, Levin, Cohn, Ferris,
One Financial Center

W98-17228

Boston, MA 02111

FOREIGN FILINGS

NAME: TRITON CAPITAL, INC.

FILED
98 AUG -7 AM 11:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Turner

RECEIVED
98 JUL 29 AM 10:40
DIVISION OF CORPORATION

8/17/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

File 1st

July 29, 1998

CSC

RESUBMIT

Please give original
submission date as file date.

SUBJECT: TRITON CAPITAL, INC.
Ref. Number: W98000017228

We have received your document(s) in this office, however, a copy of the document is being returned for the following:

The adopted name APG, Inc. is not available so therefore an alternate name must be adopted. Also the resolution requires a signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 898A00039860

RECEIVED
98 AUG -7 AM 9:59
DIVISION OF CORPORATION
FILED
98 AUG -7 AM 11:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 7, 1998

CSC

SUBJECT: TRITON CAPITAL, INC.
Ref. Number: W98000017228

RECEIVED
98 AUG 17 AM 10:04
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
RESUBMIT

Please give original
submission date as file date.

We have received your document(s) in this office, however, a copy of the document is being returned for the following:

You failed to make the correction(s) requested in our previous letter.

YOU MUST FILE A RESOLUTION OF BOARD OF DIRECTORS TO ADOPT THE USE OF APG TRITON CAPITAL. THE NAME MUST END WITH A CORPORATE SUFFIX. ALSO THE RESOLUTION REQUIRES A SIGNATURE.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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

Agnes Lunt
Document Specialist

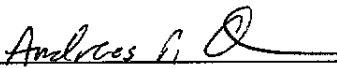
Letter Number: 898A00041294

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TALLAHASSEE, FLORIDA

Andreas P. Graham, Secretary of Triton Capital, Inc., a corporation duly organized under the laws of the State of Massachusetts, does hereby certify that the following is a true and correct copy of a resolution of the Board of Directors of said corporation, adopted at a special meeting held on the 6 day of July, 1998.

“VOTED, that, inasmuch as this corporation desires to transact business in the State of Florida, and inasmuch as the Board of Directors has been advised that the name of this corporation is not available for corporate use in the State Florida, this corporation adopt the alternate name **APG TRITON CAPITAL, INC.** for use in transacting business in the State of Florida pursuant to Section 607.1506, Florida Business Corporation Act; and

“FURTHER VOTED, that the officers of the corporation be and hereby are authorized and directed to cause any and all required documents to be prepared, executed, and filed so that this corporation may obtain a Certificate of Authority pursuant to the Florida Business Corporation Act, and to cause this corporation to use the said alternate name in the transaction of business in the State of Florida.”



Andreas P. Graham, Clerk

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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. Triton Capital, 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. 043358013
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 02/07/97 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 01/01/98
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)
7. 2205 Spring Harbor Drive, Apt. N
Delray Beach, Florida 33445
(Current mailing address)
8. To acquire or invest in operating businesses and to provide related services to
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida) **operating businesses.**
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.

T. J. Baird *Agent V.P.*
(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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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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: _____

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

13. Andreas P. Graham
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Andreas P. Graham, President
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

TRITON CAPITAL, INC.

DIRECTORS AND OFFICERS

DIRECTORS:

NAME

Andreas P. Graham

ADDRESS

2205 Spring Harbor Drive, Apt. N, Delray Beach, FL 33445

OFFICERS:

NAME

Andreas P. Graham
(President)

ADDRESS

2205 Spring Harbor Drive, Apt. N, Delray Beach, FL 33445

Andreas P. Graham
(Treasurer)

2205 Spring Harbor Drive, Apt. N, Delray Beach, FL 33445

Andreas P. Graham
(Clerk)

2205 Spring Harbor Drive, Apt. N, Delray Beach, FL 33445

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02133

William Francis Galvin
Secretary of the
Commonwealth

July 28, 1998

TO WHOM IT MAY CONCERN:

I hereby certify that the records of this office show that

APG, Inc.

was incorporated under the General Laws of this Commonwealth on

February 7, 1997

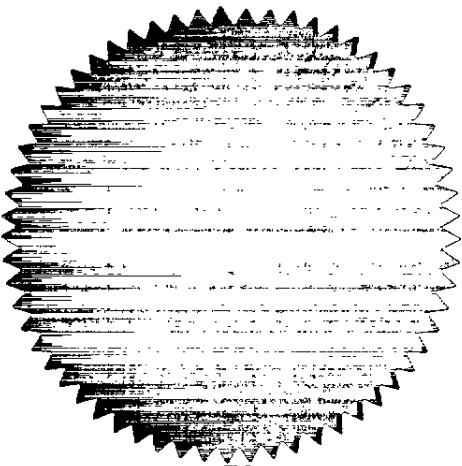
I further certify that by articles of amendment filed on April 29, 1997

the name of said corporation was changed to

Triton Capital, Inc.

and said corporation still has legal existence.

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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

* MGL Chapter 156B, § 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.