

TRANSMITTAL LETTER

F98000005134

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: HAVERHILL CABLE & MANUFACTURING CORPORATION
(Name of corporation - must include suffix)

Dear Sir or Madam:

600002629066--2
-08/31/98--01122--007
*****70.00 *****70.00

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:

W98-19996

Sandra A. Casey
(Name of Person)
Haverhill Cable & Mfg. Corp.
(Firm/Company)
159 Ferry Rd., PO Box #8222
(Address)
Haverhill, MA 01835-0722
(City/State/Zip)

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

Sandra A. Casey at 978 372 6386
(Name of Person) (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



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 1, 1998

SANDRA A. CASEY
HAVERHILL CABLE & MFG. CORP.
159 FERRY RD., PO BOX 8222
HAVERHILL, MA 01835-0722

SUBJECT: HAVERHILL CABLE & MANUFACTURING CORPORATION
Ref. Number: W98000019996

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We have received your document for HAVERHILL CABLE & MANUFACTURING CORPORATION and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The entity's period of duration must be listed on the application. Please insert the word "perpetual", if a specific date of dissolution or term of existence has not been specified.

A brief description of the entity's nature of business must be included in the document.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

You have submitted a certificate from the Department of Revenue. The certificate that we require is issued by the Secretary of State's office.

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 298A00044992

**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:*

HAVERHILL CABLE and MANUFACTURING CORPORATION

1. _____
(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 U.S.A. 3. 04-285 4453
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. September 13, 1984 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. October 1, 1998
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. _____
PO Box #8222, 159 Ferry Rd. Haverhill, MA 01835-0722
(Current mailing address)

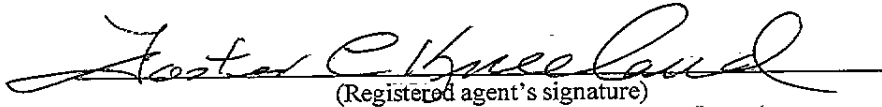
8. Manufacturer's Consultant
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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

Name: Foster C. Kneeland
Office Address: 6530 No. Ocean Blvd.
Ocean Ridge, Florida, 33435
(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: Thomas C. Kneeland
Address: 159 Ferry Rd., Haverhill, MA 01835 0722

Vice Chairman: Sandra A. Casey
Address: 159 Ferry Rd., Haverhill, MA 01835-0722

Director: Eleanor F. Kneeland
Address: 6530 No. Ocean Blvd.
Ocean Ridge, Florida 33435

Director: David Kneeland
Address: 159 Ferry Rd., Haverhill, MA 01835-0722

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

President: Thomas C. Kneeland
Address: 159 Ferry Rd., Haverhill, MA 01835 0722

Vice President: David Kneeland
Address: 159 Ferry Rd., Haverhill, MA 01835 0722

Secretary: Sandra A. Casey
Address: 159 Ferry Rd., Haverhill, MA 01835-0722

Treasurer: Sandra A. Casey
Address: 159 Ferry Rd., Haverhill, MA 01835-0722

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

13. *Sandra Casey*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Sandra A. Casey, Vice Chairman, Treasurer
(Typed or printed name and capacity of person signing application)



The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02133

William Francis Galvin
Secretary of the
Commonwealth

September 8, 1998

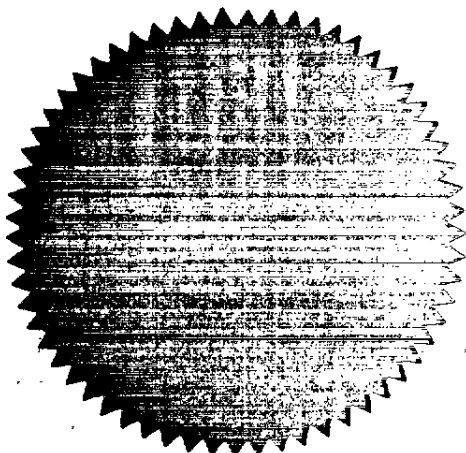
TO WHOM IT MAY CONCERN:

I hereby certify that according to the records of this office

Haverhill Cable and Manufacturing Corporation

is a domestic corporation organized on **September 19, 1984**, 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.



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

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* 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.