

F98000005675

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Hill Associates Inc.
(Name of corporation - must include suffix)

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:

CAROLYN ANTOINE 200002650052--8
(Name of Person) -09/28/98-01083-003
*****78.75 *****78.75
Hill Associates Inc.
(Firm/Company)
17 ROOSEVELT AVE.
(Address)
COLCHESTER VT 05446
(City/State/Zip)

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

W28-22122

CAROLYN ANTOINE at (802) 655-8627
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
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

10/10/98
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 OCT 12 AM 10:48



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 28, 1998

CAROLYN ANTONE
HILL ASSOCIATES INC.
17 ROOSEVELT HWY.
COLCHESTER, CT 05446

SUBJECT: HILL ASSOCIATES, INC.
Ref. Number: W98000022122

98 OCT 12 AM 10:48
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for HILL ASSOCIATES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of a voluntarily dissolved corporation or limited liability company. The name of a voluntarily dissolved Florida corporation or limited liability company is not available for the assumption or use by another entity until 120 days after the effective date of dissolution unless the dissolved entity provides the Department of State with a notarized affidavit, stating they have no intention of revoking the dissolution, therefore, releasing the name for use to another entity.

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: 398A00048600

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

FILED
98 OCT 12 AM 10:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned DAWN P.G. TERRILL hereby certify
(Name)

that this Resolution of the Board of Directors of HILL ASSOCIATES, INC.

(Corporate Name)

a corporation duly organized and existing under the laws of the State of VERMONT,

was duly adopted on SEPTEMBER 11, 19 98.

Be it resolved, that HILL ASSOCIATES, INC.
(Corporate Name)

organized and existing in the State of VERMONT, hereby adopts the name

HILL ASSOCIATES OF VERMONT for use in Florida.

Dated: 10-6-98

[Signature]
Signature of either Chairman, Vice Chairman or any officer

DAWN P.G. TERRILL
Type or print name

**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. Hill Associates 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. VERMONT 3. 03-0287375
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. NOV. 12, 1981 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. JUNE 1998
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 17 ROOSEVELT Hwy.
COLCHESTER, VT 05446
(Current mailing address)

8. TELECOMMUNICATIONS / Computer TRAINING
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

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

Name: Joseph W. McCarthy

Office Address: 4298 CRAIGDARRAGH AVE.
SPRING HILL, Florida, 34606
(Zip code)

FILED
98 OCT 12 AM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

Joseph W. McCarthy
(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: SEE ATTACHED

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: SEE ATTACHED

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

FILED
98 OCT 12 AM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

13. *Dawn P.G. Terrill*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. DAWN P.G. TERRILL, VICE PRESIDENT
(Typed or printed name and capacity of person signing application)

Hill Associates, Inc.
Board of Directors
Elected July 1998

<u>NAME</u>	<u>ADDRESS</u>
David B. Hill	111 East Shore North Grand Isle, VT 05458
Edward M. Seager	22 Beverly Drive Belle Mead, NJ 08502
Roderick H. Halsted	111 Old Stage Road Essex Jct., VT 05452
Paul M. Whalen	14 River Cover Circle #6 Williston, VT 05495
Thomas R. Thomas	RD1, Box 3850 Underhill, VT 05489
Steven D. Shepard	40 Lawnwood Drive Williston, VT 05495
E. John Weaver	Rt.1 Box 440 Eustace, TX 75124
Angelo Pizzagalli	50 Joy Drive South Burlington, VT 05403
William Cimonetti	1393 Spear Street South Burlington, VT 05403
Jean Bernard	c/o Hill Associates, Inc. 17 Roosevelt Highway Colchester, VT 05446
Mr. Bob Camp	Route 2 North Hero, VT 05474
Mr. Roger Perry	c/o Champlain College 163 So. Willard St. Burlington, VT 05401

FILED
98 OCT 12 AM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Hill Associates, Inc.
Corporate Officers
February 28, 1998

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
David B. Hill	Chairman	111 East Shore North Grand Isle, VT 05458
Jerald L. Johnson	President	c/o Hill Associates, Inc. 17 Roosevelt Highway Colchester, VT 05446
Dawn P. G. Terrill	Vice President Treasurer Secretary	108 Sunset View Rd. Colchester, VT 05446

FILED
98 OCT 12 AM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



STATE OF VERMONT
OFFICE OF SECRETARY OF STATE

Certificate of Good Standing

I, James F. Milne, Secretary of State of the State of Vermont, do hereby certify that according to the records of this office

HILL ASSOCIATES, INC.

a corporation formed under the laws of the State of Vermont

was filed for record in this office on November 12, 1981



I further certify that the corporation has perpetual duration, that its most recent annual report is on file, and that articles of dissolution have not been filed.

September 22, 1998

Given under my hand and the seal
of the State of Vermont, at
Montpelier, the State Capital

James F. Milne

James F. Milne
Secretary of State



FILED
98 OCT 12 AM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA