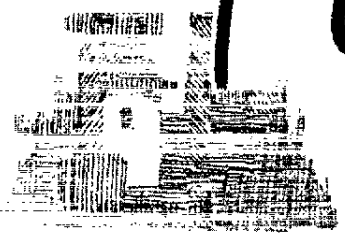


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Eze Castle Consulting
Technology for the
Investment Professional



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October 8, 1998

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Subject: Application for Authorization by Foreign Corporation
Submitted by: Eze Castle Consulting, Inc. (the "Company")

Dear Sir or Madam:

Enclosed, please find the following: (i) an Application by Foreign Corporation for Authorization to Transact Business in Florida (the "Application"); (ii) a Certificate of Good Standing from the Commonwealth of Massachusetts; (iii) a check in the amount of \$70 made payable to the Florida Department of State; and (iv) a self-addressed return envelope.

Please file the Application at your earliest convenience and mail the letter of acknowledgement to my attention in the envelope provided.

If you should have any questions, please do not hesitate to call me at 617-574-9910.

Sincerely,

Tom Gavin
Eze Castle Consulting, Inc.

10/13
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Eze Castle Consulting 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:

Tom Gavin
(Name of Person)

Eze Castle Consulting Inc.
(Firm/Company)

50 Federal Street, Suite 710
(Address)

Boston, MA 02110
(City/State/Zip)

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

Tom Gavin at (617) 574-9910
(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

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. Eze Castle Consulting 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. 04-3319738
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 9/17/98 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 3/16/98
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 50 Federal Street, Suite 710
Boston, MA 02110
(Current mailing address)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

8. To engage in any lawful act or activity for which corporations may be organized under Chapter 156B of Massachusetts General Laws and permitted by the laws of Florida.
(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) Florida.

Name: CT Corporation System

Office Address: 1200 S. 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.

[Signature]
LINDA KREATZ
SPECIAL ASST. SECRETARY
(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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Sean McLaughlin

Address: 47 Landseer Street
Boston, MA 02132

Director: John Cahaly

Address: 3 D.J. Murphy Lane
Hopkinton, MA 01748

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

President: Sean McLaughlin

Address: 47 Landseer Street
Boston, MA 02132

Vice President: _____

Address: _____


Clerk/Secretary: Sean McLaughlin

Address: 47 Landseer Street
Boston, MA 02132

Treasurer: John Cahaly

Address: 3 D.J. Murphy Lane
Hopkinton, MA 01748

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. Sean McLaughlin, President
(Typed or printed name and capacity of person signing application)

FILED
98 OCT 13 PM 2:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA



William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02133

September 21, 1998

TO WHOM IT MAY CONCERN:

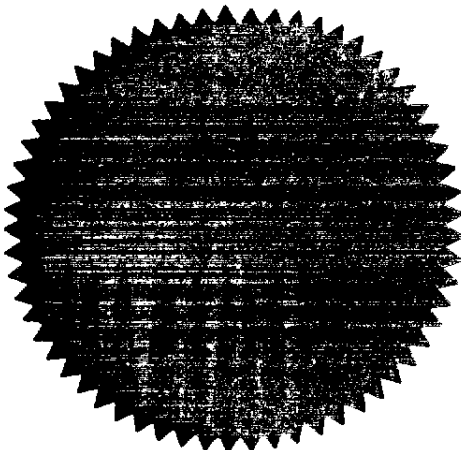
I hereby certify that according to the records of this office

EZE Castle Consulting, Inc.

is a domestic corporation organized on **September 17, 1997**, 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 corporation has legal existence and is in good standing with this office.

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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.

Secretary of the Commonwealth

JBM

* 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.