

F98000006230

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: ALEX INDUSTRIES, 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:

David Sorgi, Esquire  
(Name of Person)

Sullivan, Sorgi & Dimmock, LLP  
(Firm/Company)

50 Staniford Street - 8th Floor  
(Address)

Boston, MA 02114-2517  
(City/State/Zip)

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

400002684024--5  
-11/10/98--01025--003  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

David Sorgi, Esquire at ( 617 ) 742-2150  
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER 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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 NOV 12 AM 11:35

FILED

AL NOV 12 1998

# RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned David Sorgi, do hereby certify  
(Name)

that this Resolution of the Board of Directors of Alex Industries, Inc.

(Corporate Name)

a corporation duly organized and existing under the laws of the State of Massachusetts

was duly adopted on September 10,, 19 98

Be it resolved, that Alex Industries, Inc.  
(Corporate Name)

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

Abbey Industries, Inc. for use in Florida.

Dated: September 10, 1998

David Sorgi  
Signature of either Chairman, Vice Chairman or any officer

DAVID SORGI

Type or print name

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 NOV 12 AM 11:35

FILED

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION  
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. ALEX INDUSTRIES, 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

(State or country under the law of which it is incorporated)

3. 04-3314313

(FEI number, if applicable)

4. 03/07/96

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. November 2, 1998

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. c/o Sullivan, Sorgi and Dimmock, LLP

50 Staniford Street - 8th Floor, Boston, MA 02114-2517

(Current mailing address)

8. Real Estate, Investments or any business permitted by law

(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:

Name: C T CORPORATION SYSTEM

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324

(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T CORPORATION SYSTEM

Connie Bryan

(Registered agent's signature) (Officer)

**CONNIE BRYAN**  
**SPECIAL ASSISTANT SECRETARY**

(Type Name and Title of Officer)

FILED  
98 NOV 12 AM 11:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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:

A. DIRECTORS

Chairman: John D. Collins  
Address: One Industrial Drive  
Windham, NH 03087

Vice Chairman: \_\_\_\_\_  
Address: \_\_\_\_\_

Director: David Sorgi  
Address: 50 Staniford Street  
Boston, MA 02114-2517

Director: Marianne Sorgi  
Address: 50 Staniford Street  
Boston, MA 02114-2517

B. OFFICERS

President: Marianne Sorgi  
Address: 50 Staniford Street  
Boston, MA 02114-2517

Vice President: Peter Sorgi  
Address: 50 Staniford Street  
Boston, MA 02114-2517

Secretary: David Sorgi  
Address: 50 Staniford Street  
Boston, MA 02114-2517

FILED  
98 NOV 12 AM 11:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Treasurer: John D. Collins

Address: 10 Knightland Road

Atkinson, NH 03811

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. PETER SORGI, VICE PRESIDENT

(Typed or printed name and capacity of person signing application)

**FILED**

98 NOV 12 AM 11:35

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

September 15, 1998

TO WHOM IT MAY CONCERN:

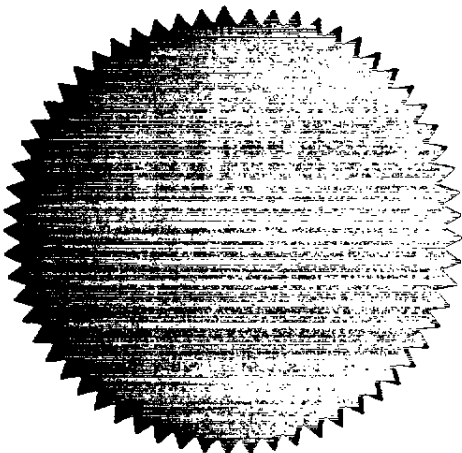
I hereby certify that according to the records of this office

**Alex Industries, Inc.**

is a domestic corporation organized on **March 7, 1996**, 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.

FILED  
98 NOV 12 AM 11:35  
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

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.