

F 99 00000000 62

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Reed Consulting Group, 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:

Ms. Mary Louise Zoukis
(Name of Person)
Reed Consulting Group, Inc.
(Firm/Company)
200 Wheeler Road
(Address)
Burlington, MA 01803
(City/State/Zip)

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DIVISION OF CORPORATIONS

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

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*****70.00 *****70.00

Mary Lou Zoukis at (781) 564-9762
(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

Enclosed is a check for the following amount:

- ☒ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy

**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. Reed Consulting Group, 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. 04-3014464
(FEI number, if applicable)
4. June 20, 1988
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Business to be transacted in 1999, once letter of acknowledgement
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.) is received.
7. 200 Wheeler Road
Burlington, MA 01803
(Current mailing address)
8. Management & Economic Consulting to the energy & utility industry
(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: Resource Management International
Office Address: 3113 Lawton Road
Orlando, Florida, 32803
(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.

Frank Mousso
(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 Addresses)
Reed Consulting Group, Inc. is a wholly-owned subsidiary of the Metzler Group, a public company. Directors and officers are those of the Metzler Group. The President of Reed Consulting Group is also listed.

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Robert P. Maher

Address: The Metzler Group, Inc.

615 North Wabash Avenue Chicago, IL 60611

Vice Chairman: _____

Address: _____

Director: Barry S. Cain Peter B. Pond

Address: (same as above) (same as above)

Director: Mitchell H. Saranow Gov. James R. Thompson

Address: (same as above) (same as above)

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

President: Robert P. Maher John J. Reed

Address: See above Reed Consulting Group, Inc.

200 Wheeler Road
Burlington, MA 01803

Vice President: Barry S. Cain

Address: The Metzler Group, Inc.

615 North Wabash Avenue Chicago, IL 60611

Secretary: Charles A. Demirjian

Address: Same as above

Treasurer: James F. Hillman

Address: Same as above

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. John J. Reed, President, Reed Consulting Group, Inc.

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

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The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02133

William Francis Galvin
Secretary of the
Commonwealth

December 29, 1998

TO WHOM IT MAY CONCERN:

I hereby certify that the records of this office show that

Reed Consulting Group, Inc.

a corporation organized under the laws of Delaware

on August 11, 1997

was qualified to do business in

this Commonwealth on

March 19, 1998

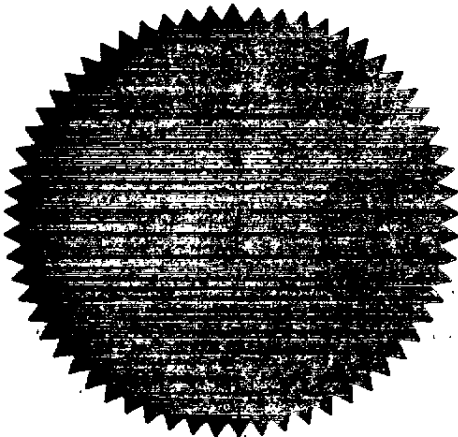
under the

provisions of Massachusetts General Laws Chapter 181, section 4, and I further certify that said

corporation is still qualified to do business in this Commonwealth.

I also certify that said corporation is not delinquent in the filing of any Annual Reports
required to date.

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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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