

F99000000319



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 094875 4331259

AUTHORIZATION :

Patricia Pizutto

COST LIMIT : \$ 4,743.75

ORDER DATE : January 11, 1999

ORDER TIME : 10:03 AM

ORDER NO. : 094875-005

500002745715--4

CUSTOMER NO: 4331259

CUSTOMER: David Rapp, Esq
Relocation Resources
120 Longwater Drive

Norwell, MA 02061

FOREIGN FILINGS

NAME: RELOCATION RESOURCES
INTERNATIONAL, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

DIVISION OF CORPORATION

99 JAN 19 AM 10:40

RECEIVED

AL JAN 19 1999

99 JAN 19 PM 12:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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. Relocation Resources International, 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. Delaware 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. November 13, 1978 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. July 10, 1995
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 120 Longwater Drive
Norwell, MA 02061
(Current mailing address)
8. To provide relocation services to its clients' relocating employees into and out of
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida) Florida.
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box acceptable)
Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(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.

Signe T. Ryan, Asst. V.P.
(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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JAN 19 PM 12:49
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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: Walter R. Hall, Jr.

Address: 184 River Street
Norwell, MA 02061

Director
Vice Chairman: Daniel J. Champ

Address: 43 Deerpath Trail South
Duxbury, MA 02332

Director: Richard T. Christopher c/o Patterson-Schwartz, Inc.

Address: Hockessin Office Park, 7234 Lancaster Pike
Hockessin, DE 19707

Director: Douglas A. Mohns, Jr.

Address: 75 Saltwinds Drive
Hanover, MA 02339

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

President: Walter R. Hall, Jr.

Address: 184 River Street
Norwell, MA 02061

Vice President: See attached list.

Address: _____

Secretary: David M. Rapp

Address: 225 Lincoln St., C-5
Duxbury, MA 02332

Treasurer: Walter R. Hall, Jr.

Address: 184 River Street
Norwell, MA 02061

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

13. David M. Rapp
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. David M. Rapp, Senior Vice President/General Counsel
(Typed or printed name and capacity of person signing application)

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12B. Officers continued

SENIOR VICE
PRESIDENTS

Joseph V. Benevides, Jr.
60 Malbone Road
Assonet, MA 02702

Daniel J. Champ
43 Deerpath Trail South
Duxbury, MA 02332

Douglas A. Mohns, Jr. (Chief
Financial Officer)
75 Saltwinds Drive
Hanover, MA 02339

David M. Rapp (General
Counsel)
225 Lincoln St., C-5
Duxbury, MA 02332

Rebecca Spencer
92 Evans Street
Watertown, MA 02172

VICE PRESIDENTS

Roberta Hassett
84 Pine View Drive
Brewster, MA 02631

Stephen S. Jones (Associate
General Counsel)
45 Cross Creek Lane
Duxbury, MA 02332

Thomas J. Kane (Controller)
15 Captain Torrey Lane
Pembroke, MA 02359

Linda Lincoln
56 Arrowhead Road
Marshfield, MA 02050

Dorothy A. McCuen
54 Hayes Waye
Marshfield, MA 02050

Janice Raabe
54 Cliffside Drive
Plymouth, MA 02360

Susan Rose
36 Deer Run Road
Kingston, MA 02364

Beverly Sullivan
112 Flintlocke Drive
Duxbury, MA 02332

ASSISTANT
SECRETARIES

F. Andrew Anderson
151 River Street
Norwell, MA 02061

Nancy H. Doherty
417 Hatherly Road
No. Scituate, MA 02060

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



STATE OF COLORADO

DEPARTMENT OF
STATE

CERTIFICATE

I, VICTORIA BUCKLEY, SECRETARY OF STATE OF THE STATE OF
COLORADO HEREBY CERTIFY THAT

ACCORDING TO THE RECORDS OF THIS OFFICE
RELOCATION RESOURCES INTERNATIONAL INC.
(DELAWARE CORPORATION)

FILE # 19911000334 WAS FILED IN THIS OFFICE ON January 03, 1991
AND HAS COMPLIED WITH THE APPLICABLE PROVISIONS OF THE
LAWS OF THE STATE OF COLORADO AND ON THIS DATE IS IN GOOD
STANDING AND AUTHORIZED AND COMPETENT TO TRANSACT BUSINESS
OR TO CONDUCT ITS AFFAIRS WITHIN THIS STATE.

Dated: December 17, 1998

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JAN 19 PM 12:49

FILED

Victoria Buckley

SECRETARY OF STATE