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CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

400002807994--1

-03/16/99--01084--006

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

CORPORATION(S) NAME

FOURTH TIER, INC.

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
99 MAR 16 PM 1:11

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3/16

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. Fourth Tier, 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. California

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

3. 33-0681416

(FEI number, if applicable)

4. October 20, 1995

(Date of incorporation)

5. Perpetual

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

6. upon Qualification

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. c/o Keane, Inc., Ten City Square, Boston, Massachusetts 02129

(Current mailing address)

8.

(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

Amy Berthold
(Registered agent's signature) (Officer)

Amy Berthold Special Asst. Secretary
(Type Name and Title of Officer)

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: See attached list of directors

Address: _____

Vice Chairman: See attached list of directors

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

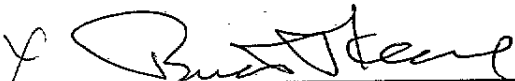
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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. Brian T Keane, Vice President
(Typed or printed name and capacity of person signing application)

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Fourth Tier, Inc.
Schedule of Officers and Sole Director

President

548 81 2422

John R. Lynch, III

C/O Keane, Inc.

Ten City Square

Boston, Ma. 02129

Chief Executive Officer

480 90 1207

Phil Hui-Bon-Hoa

C/O Keane, Inc.

Ten City Square

Boston, Ma. 02129

Vice President

028 54 4482

Brian T. Keane

C/O Keane, Inc.

Ten City Square

Boston, Ma. 02129

Vice President & Sole Director

028 54 3946

John F. Keane, Jr.

C/O Keane, Inc.

Ten City Square

Boston, Ma. 02129

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Treasurer
048 42 2561
Wallace A. Cataldo
C/O Keane, Inc.
Ten City Square
Boston, Ma. 02129

Assistant Treasurer
010 42 0724
Francis M. Cleary
C/O Keane, Inc.
Ten City Square
Boston, Ma. 02129

Secretary
034 36 2837
C. Whitney Pedersen
C/O Keane, Inc.
Ten City Square
Boston, Ma. 02129

Assistant Secretary
048 42 2561
Wallace A. Cataldo
C/O Keane, Inc.
Ten City Square
Boston, Ma. 02129

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State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

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I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That on the 20th day of October, 19 95,

FOURTH TIER, INC.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal of
the State of California this day of

March 9, 1999



Bill Jones

Secretary of State