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C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 (850)222-1092

City State Zip Phone

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-06/18/99--01080--004
*****8.75 *****8.75

700002909087--8
-06/18/99--01080--003
*****70.00 *****70.00

CORPORATION(S) NAME

Baseline Financial Services, Inc. *W* *7/6*

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-07/06/99--01083--001
***9465.00 ***9465.00

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W99-14298



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 18, 1999

CT CORPORATION SYSTEM
660 E. JEFFERSON ST.
TALLAHASSEE, FL 32301

SUBJECT: BASELINE FINANCIAL SERVICES, INC.
Ref. Number: W99000014298

We have received your document for BASELINE FINANCIAL SERVICES, INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$9465.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a notarized affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 487-6094.

Agnes Lunt
Document Specialist

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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. Baseline Financial Services, 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. New York 3. 13-3440587
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. June 23, 1987 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. June 1, 1991
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, and 817.155, F.S.))
7. Baseline Financial Services, Inc. c/o Ogdèn White
P.O. Box 1669, Hobc Sound, Florida 33475
(Current mailing address)

8. To provide stock and portfolio analysis and to engage in any lawful activity for
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
for which corporation's may be engaged

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: CT CORPORATION SYSTEM

Office Address: 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.

Connie Bryan **CONNIE BRYAN**
SPECIAL ASSISTANT SECRETARY
(Registered agent's signature)

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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: Joseph E. Kasputys

Address: 1000 Winter Street, Suite 4300, Waltham, Massachusetts 02451

Vice Chairman: _____

Address: _____

Director: Stephen H. Curran

Address: 1000 Winter Street, Suite 4300, Waltham, Massachusetts 02451

Director: Michael R. Kargula

Address: 1000 Winter Street, Suite 4300, Waltham, Massachusetts 02451

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

President: Robert G. Patterson

Address: 61 Broadway, Suite 705, New York, New York 10006

Vice President: Robert Levine

Address: 61 Broadway, Suite 705, New York, New York 10006

Secretary: Michael R. Kargula

Address: 1000 Winter Street, Suite 4300, Waltham, Massachusetts 02451

Treasurer: Stephen H. Curran

Address: 1000 Winter Street, Suite 4300, Waltham, Massachusetts 02451

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

13. Robert Levine, Vice President
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. ROBERT LEVINIS, VICE PRESIDENT
(Typed or printed name and capacity of person signing application)

**State of New York } ss:
Department of State**

I hereby certify, that the certificate of incorporation of *BASELINE FINANCIAL SERVICES, INC.* was filed on 06/23/1987, under the name of *BASELINE CORPORATE SERVICES, INC.*, with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

A Certificate of Amendment *BASELINE CORPORATE SERVICES, INC.*, changing name to *BASELINE FINANCIAL SERVICES, INC.*, was filed 05/12/1988.



Witness my hand and the official seal of the Department of State at the City of Albany, this 11th day of June one thousand nine hundred and ninety-nine.

Special Deputy Secretary of State

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