

F99000006572



ACCOUNT NO. : 072100000032

REFERENCE : 522220 4305026

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pizito

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 DEC 21 PM 1:40

ORDER DATE : December 20, 1999

ORDER TIME : 9:46 AM

ORDER NO. : 522220-005

CUSTOMER NO: 4305026

CUSTOMER: Julianne M. Ells, Legal Asst
Sullivan & Worcester Llp
One Post Office Square

Boston, MA 02109

FOREIGN FILINGS

NAME: INOFIN INCORPORATED

(C)

000003076510--1

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

RECEIVED
99 DEC 21 AM 10:45
SECRETARY OF STATE
DIVISION OF CORPORATIONS
MAIL ROOM 1100-1A

BK 12/21/99

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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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. Inofin Incorporated (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. 04-32222786 (FEI number, if applicable)

4. March 1, 1994 (Date of incorporation) 5. perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. Has yet to transact business in Florida. (Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 55 Accord Park Drive Rockland, MA 02370 (Current mailing address)

8. See attached purpose rider. (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: 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.

Corporation Service Company By: [Signature] (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 address ONLY - P.O. Box NOT acceptable)

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

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

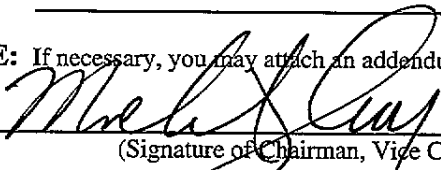
Secretary: _____

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. Michael J. Cuomo, President
(Typed or printed name and capacity of person signing application)

The Purpose

To carry on the business of the procurement of, the distribution of and the sale of any and all related products including without limitation all financial instruments and contracts of every nature and kind; to buy, sell, own, lease, process, store, trade or otherwise deal in wholesale and retail the aforesaid products and instruments and all other products of every name and nature related; to apply for and hold such licenses as may be necessary or desirable in connection with the conduct of the aforesaid business; to buy, sell, own, mortgage, lease, administrate or otherwise acquire and dispose of as may be necessary or convenient in connection with the conduct of the corporation; to do such and everything necessary, suitable or proper for the accomplishment of any one or more of the objects enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of the corporation and to carry on any and all activities related thereto.

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Inofin Incorporated
List of Officers and Directors

<u>Title</u>	<u>Name</u>	<u>Business Address</u>
Director	Michael J. Cuomo	55 Accord Drive Rockland, MA 02370
Director	Ronald F. Guy	55 Accord Park Drive, Rockland, MA 02370
Director	Kevin Mann	55 Accord Park Drive, Rockland, MA 02370
President	Michael J. Cuomo	55 Accord Park Drive, Rockland, MA 02370
Treasurer	Michael J. Cuomo	55 Accord Park Drive, Rockland, MA 02370
Clerk	Michael J. Cuomo	55 Accord Park Drive, Rockland, MA 02370

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02133

December 17, 1999

SECRETARY OF STATE
DIVISION OF CORPORATIONS
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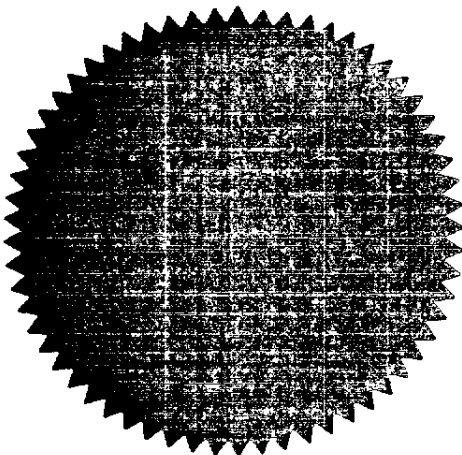
TO WHOM IT MAY CONCERN:

I hereby certify that according to the records of this office

INOFIN INCORPORATED

is a domestic corporation organized on **March 1, 1994**, 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 corporation's dissolution; 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.



In testimony of which,
I have hereunto affixed the
Great Seal of the Commonwealth
on the date first above written.

Secretary of the Commonwealth

* 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.

