

m980000000672



June 17, 1998

Division of Corporations  
Registration Section  
P.O. Box 6327  
Tallahassee, FL 32314

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-06/25/98--01083--001  
\*\*\*\*285.00 \*\*\*\*285.00

To Whom It May Concern:

Enclosed please find the paperwork necessary to register Eggrock Partners as a foreign limited liability company transacting business in Florida.

Enclosed is the application form, affidavit of membership form, certificate of designation of registered agent, a check for \$285.00 and an original certificate of existence from the State of Delaware.

Please send a letter acknowledging registration to our Concord, Mass. office and enclose any information we need regarding Florida filing requirements or other regulations we should be aware of to do business in Florida.

Sincerely,

A handwritten signature in cursive script, appearing to read "Linda Schofield".

Linda Schofield  
Business Manager

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| Updater           | mtt |
| Updater Verifier  | mtt |
| Acknowledgement   | mtt |
| W. P. Verifier    | mtt |

267-8644

# APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Eggrock Partners, LLC  
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. State of Delaware  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 04-3389257  
(FEI number, if applicable)
4. 9/16/97  
(Date of Organization)
5. perpetual  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. January 12, 1998  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 30 Monument Square, Concord, MA 01742  
(Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

| NAME & ADDRESS:       | TITLE:          | NAME & ADDRESS: | TITLE: |
|-----------------------|-----------------|-----------------|--------|
| maureen Eilenberger   | managing member |                 |        |
| 299 Simon Willard Rd. |                 |                 |        |
| Concord, MA 01742     |                 |                 |        |
| Michael Mordas        | managing member |                 |        |
| 9 Brewster Road       |                 |                 |        |
| Wayland, MA 01778     |                 |                 |        |
| Vijay Manwani         | managing member |                 |        |
| 104 Parker Road       |                 |                 |        |
| Needham, MA 02194     |                 |                 |        |

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9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

*State of Delaware*  
*Office of the Secretary of State*

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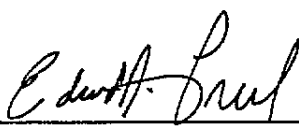
PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EGGROCK PARTNERS, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTH DAY OF MAY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

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\_\_\_\_\_  
Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

9070140

05-08-98

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Eggrock Partners, LLC

2. The name and the Florida street address of the registered agent and office are:

Vanue Loisele, Eggrock Partners  
(Name)

7100 west Camino Real, suite 310

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Boca Raton,

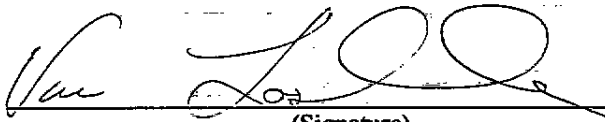
FL

33433

City/State/Zip

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*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
(Signature)

**Filing Fee: \$ 35 for Designation of Registered Agent**

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN  
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of Eggrock Partners, LLC  
\_\_\_\_\_ certifies:

1) the above named limited liability company has at least two members;

2) the total amount of cash contributed by the member(s) is \$150,000;

3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0;  
(A description of the property is attached and made a part hereto.)  
and

4) the total amount of cash and property contributed and anticipated to be contributed  
by member(s) is \$150,000.  
(This total includes amounts from 2 and 3 above.)



**Signature of a member or an authorized representative of a member.**

(In accordance with section 608.408(3), Florida Statutes, the execution of this  
affidavit constitutes an affirmation under the penalties of perjury that the facts  
stated herein are true.)

Maureen J. Ellenberger

Typed or printed name of signee

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**Filing Fee: \$250.00 for Application and Affidavit**