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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
00 FEB -9 PM 3:51

ACCOUNT NO. : 072100000032
REFERENCE : 580225 4312862
AUTHORIZATION : Patricia Pezits
COST LIMIT : \$ 78.75

ORDER DATE : February 8, 2000
ORDER TIME : 9:52 AM
ORDER NO. : 580225-005
CUSTOMER NO: 4312862

500003129345-4

CUSTOMER: Kim Wormstead, Legal Assistant
Looney & Grossman
101 Arch Street
9th Floor
Boston, MA 021101112

FOREIGN FILINGS

NAME: AALP, INC.

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RECEIVED
00 FEB -9 AM 11:25
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Janine Lazzarini

*By
2/9/00*

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TRANSMITTAL LETTER

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
00 FEB -9 PM 3:51

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: AALP, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Joseph H. Matzkin, Esq.
(Name of Person)
Looney & Grossman, LLP
(Firm/Company)
101 Arch Street
(Address)
Boston, MA 02110
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Joseph H. Matzkin at (617) 951-2800
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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DIVISION OF CORPORATIONS
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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.

AALP, Inc.

1. _____
(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 3. 04-156474
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. May 20, 1992 5. Perpetual
(Date of incorporation) (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 817.155, F.S.)

7. 111 Sixth Street, Cambridge, MA 02141

(Current mailing address)

8. Advertising
(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] Act. 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.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

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

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: Joseph O'Donnell

Address: 111 Sixth St., Cambridge, MA 02138

Director: _____

Address: _____

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

President: ~~See attached officers/directors rider~~ Gerald Feldman

Address: 545 Boylston St., Boston, MA 02116

Vice President: N/A

Address: _____

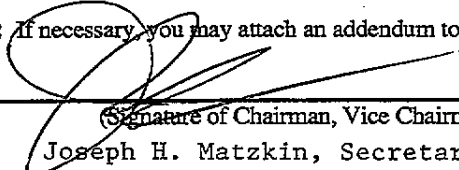
Secretary: Joseph H. Matzkin

Address: 101 Arch St., 9th Floor, Boston, MA 02110

Treasurer: Joseph O'Donnell

Address: 111 Sixth St., Cambridge, MA 02141

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. Joseph H. Matzkin, Secretary
(Typed or printed name and capacity of person signing application)



William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02133

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SECRETARY OF
DIVISION OF CORPORATIONS
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February 8, 2000

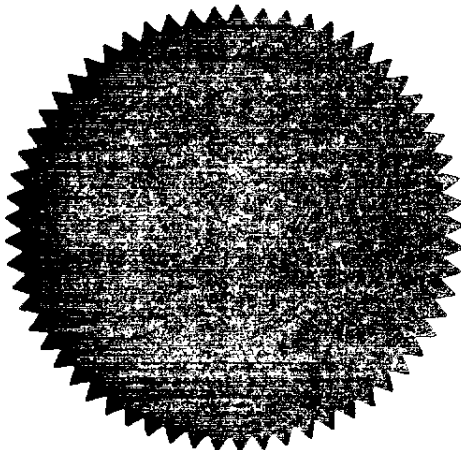
TO WHOM IT MAY CONCERN:

I hereby certify that according to the records of this office

AALP, INC.

is a domestic corporation organized on **May 20, 1992**, 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.

William Francis Galvin

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.

