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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: J. A. Cambece Law Office, P.C.
(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:

Julie Aucella
(Name of Person)

J. A. Cambece Law Office, P.C.
(Firm/Company)

8 Bourbon St.
(Address)

Peabody, MA 01960
(City/State and Zip code)

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For further information concerning this matter, please call:

Robert Powell at (303) 794-8805
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration 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

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. J. A. Cambece Law Office, P.C.
(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. 04-3704223
(State or country under the law of which it is incorporated) (FEI number, if applicable)
- 4. 7/17/2002 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
- 6. upon qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification."
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

- 7. 8 Bourbon St., Peabody, MA 01960
(Principal office address)
8 Bourbon St., Peabody, MA 01960
(Current mailing address)

- 8. A law practice engaged in Massachusetts, in part collecting debts from Florida residents through telephone & mail.
(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: C T Corporation System
Office Address: 1200 South Pine Island Road,
Plantation, Florida 33324
(City) (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.

C T Corporation System

By: Hiedi M. Ruesch
(Registered agent's signature) Asst. Secretary

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.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: J. Anthony Cambece

Address: 8 Bourbon St., Peabody, MA 01960

Vice Chairman: J. Anthony Cambece

Address: 8 Bourbon St., Peabody, MA 01960

Director: J. Anthony Cambece

Address: 8 Bourbon St., Peabody, MA 01960

Director: _____

Address: _____

B. OFFICERS

President: J. Anthony Cambece

Address: 8 Bourbon St., Peabody, MA 01960

Vice President: J. Anthony Cambece

Address: 8 Bourbon St., Peabody, MA 01960

Secretary: J. Anthony Cambece

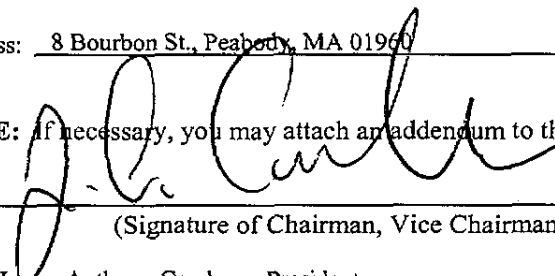
Address: 8 Bourbon St., Peabody, MA 01960

Treasurer: J. Anthony Cambece

Address: 8 Bourbon St., Peabody, MA 01960

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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. James Anthony Cambece, President
(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

June 19, 2003

TO WHOM IT MAY CONCERN:

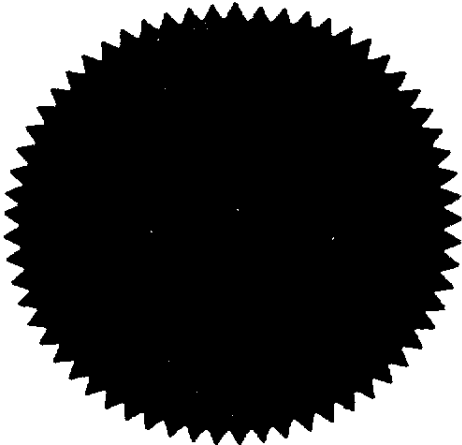
I hereby certify that according to the records of this office,

J. A. CAMBECE LAW OFFICE, P.C.

is a domestic corporation organized on **July 17, 2002**, 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.

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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

*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.