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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

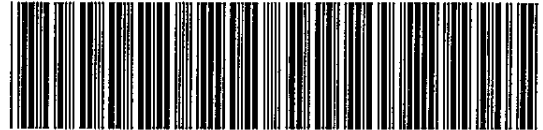
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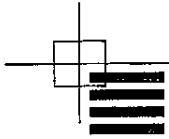
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04 JUN -3 AM 11:32

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PAUL FRANK + COLLINS P.C.

Christopher J. Leff (VT, MN)
802.860.4163
cleff@PFClaw.com

June 2, 2004

VIA FEDERAL EXPRESS

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: NMP Golf Construction Corp.

Dear Sir or Madam:

Enclosed are an Application by Foreign Corporation for Authorization to Transact Business in Florida for NMP Golf Construction Corp., the form transmittal letter, a certificate of existence, and our firm's check for \$87.50 to cover the filing fee, Certificate of Status fee, and certified copy fee. Please return all correspondence and certificates to me, as indicated in the form transmittal letter.

Thank you for your attention to this matter.

Cordially yours,

PAUL FRANK + COLLINS P.C.

Christopher J. Leff

Enclosures

cc w/encs. via email: Ms. Francine Mainville

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: NMP GOLF CONSTRUCTION CORP.

(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:

Christopher J. Leff, Esq.

(Name of Person)

Paul Frank + Collins P.C.

(Firm/Company)

P.O. Box 1307

(Address)

Burlington, VT 05402-1307

(City/State and Zip code)

For further information concerning this matter, please call:

Christopher Leff

(Name of Person)

at

(802) 658-2311

(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

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04 JUN -3 AM 11:32
SECURE MAIL ROOM
TALLAHASSEE, FLORIDA

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. NMP GOLF CONSTRUCTION CORP. (Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Massachusetts 3. 58-2398286 (State or country under the law of which it is incorporated) (FEI number, if applicable)

4. June 12, 1998 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. 42 Davis Road, Acton, MA 02038 (Principal office address)

42 Davis Road, Acton, MA 02038 (Current mailing address)

8. Golf course construction and restoration. (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: CT 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.

FILED 04 JUN - 3 AM '92 TALLAHASSEE, FLORIDA

Amy Berteletti (Registered agent's signature) AMY BERTELETTI VICE PRESIDENT

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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Normand Poirier

Address: 42 Davis Road
Acton, MA 02038

Vice Chairman: _____

Address: _____

Director: Alain Poirier

Address: 42 Davis Road
Acton, MA 02038

Director: Mario Poirier

Address: 42 Davis Road
Acton, 02038

B. OFFICERS

President: Normand Poirier

Address: 42 Davis Road
Acton, MA 02038

Vice President: Mario Poirier

Address: 42 Davis Road
Acton, AM 02038

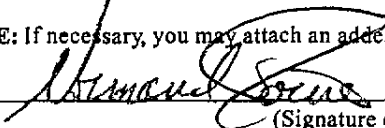
Secretary: Normand Poirier

Address: 42 Davis Road, Acton MA 02038

Treasurer: Normand Poirier

Address: 42 Davis Road, Acton MA 02038

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

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. Normand Poirier, President
(Typed or printed name and capacity of person signing application)

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04 JUN -3 AM 11:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



The Commonwealth of Massachusetts
Secretary of the Commonwealth
State House, Boston, Massachusetts 02133

William Francis Galvin
Secretary of the
Commonwealth

May 25, 2004

TO WHOM IT MAY CONCERN:

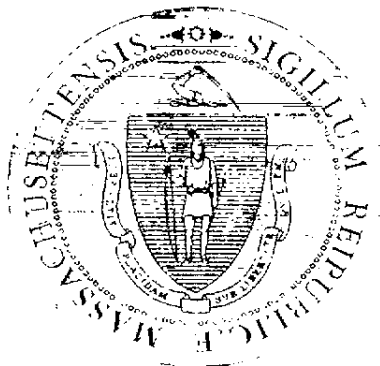
I hereby certify that according to the records of this office,

NMP GOLF CONSTRUCTION CORP.

is a domestic corporation organized on **June 12, 1998**, 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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04 JUN -3 AM 11:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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.