



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335
(401) 222-3040

April 26, 2000

MDC Associates Inc.
c/o BUSINESS FILINGS
INTERNATIONAL, INCORPORATED
545 NEWPORT AVENUE, SUITE 256
PAWTUCKET, RI

RE: Corporation ID # 106123
MDC Associates Inc.

Dear Sir or Madame:

Your corporation has failed to maintain a Registered Office in this state as evidenced by undeliverable and returned correspondence which was sent to the Registered Agent, BUSINESS FILINGS at the Registered Office, INTERNATIONAL, INCORPORATED, 545 NEWPORT AVENUE, SUITE 256, PAWTUCKET, RI .

Pursuant to the provisions set forth in Sections 7-1.1-87 and 7-1.1-114 of the General Laws of the State of Rhode Island, the Certificate of Incorporation/Authority of the above named entity will be revoked after 60 days from the date of this notice for failure to maintain a registered office within this state.

Please file a Change of Registered Office form with the Corporations Division within the next sixty days so that your authority to conduct business will remain intact. If you have any questions, or if we can be of any assistance, please do not hesitate to call the Corporations Division at (401) 222-3040.

Sincerely,

James R. Langevin

James R. Langevin
Secretary of State