

Filing Fee: \$150.00

ID Number: 138501



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

LIMITED LIABILITY COMPANY

APPLICATION FOR REGISTRATION
(To Be Filed In Duplicate)

Pursuant to the provisions of Section 7-16-49 of the General Laws, 1956, as amended, the undersigned foreign limited liability company hereby applies for a Certificate of Registration to transact business in the state of Rhode Island, and for that purpose submits the following statement:

1. The name of the limited liability company is:

Helmsman Management Services LLC

2. The name, if different, under which it proposes to register and transact business in Rhode Island is:

3. The limited liability company is organized under the laws of Massachusetts

4. The date of its organization is December 18, 2003

5. The period of duration of the limited liability company is (if perpetual, so state) Perpetual

6. The address of the limited liability company's resident agent in Rhode Island is:

10 Weybosset Street

(Street Address, not P.O. Box)

Providence

(City/Town)

, RI 02903

(Zip Code)

and the name of the resident agent at such address is C T CORPORATION SYSTEM

(Name of Agent)

7. The secretary of state is appointed the agent of the foreign limited liability company for service of process if at any time there is no resident agent or if the resident agent cannot be found or served following the exercise of reasonable diligence.

8. The address of any office required to be maintained in the state or other jurisdiction under the laws of which the limited liability company is organized is:

9 Riverside Road, Weston, Massachusetts 02493

9. The mailing address for the limited liability company is:

9 Riverside Road, Weston, Massachusetts 02493

FILED

MAR 10 2004

M23385

10. The limited liability company is to be managed by:

(Check one box only)

☐ its members or ☒ by one (1) or more managers

11. If the limited liability company has managers at the time of filing this application, please list the name and address of each manager:

<u>Manager</u>	<u>Address</u>
John M. Collins	175 Berkeley Street, Boston Massachusetts 02117
Gary R. Gregg	175 Berkeley Street, Boston, Massachusetts 02117
Dennis J. Langwell	175 Berkeley Street, Boston, Massachusetts 02117
David H. Long	175 Berkeley Street, Boston, Massachusetts 02117
Christopher C. Mansfield	175 Berkeley Street, Boston, Massachusetts 02117

12. This application is accompanied by a certificate of good standing duly authenticated by the secretary of state or other authorized officer of the jurisdiction under which the foreign limited liability company was organized.

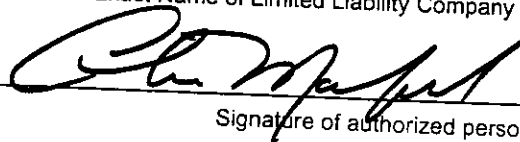
Under penalty of perjury, I declare and affirm that I have examined this Application for Registration, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: March 10, 2004

Helmsman Management Services LLC

Print Exact Name of Limited Liability Company Making Application

By



Signature of authorized person

HELMSMAN MANAGEMENT SERVICES, INC.

9 Riverside Road
Weston, MA 02493

February 16, 2004

To Whom It May Concern:

Please let this letter serve as notice of this Corporation's consent to the use of the name Helmsman Management Services LLC, a foreign limited liability company to be authorized to do business in Rhode Island.

Sincerely,



James R. Pugh
Assistant Secretary

RECEIVED
SECRETARY OF STATE
CORPORATE DIVISION
Mar 10 12 39 PM '04



LIZ A. SLOVER
Sr. Paralegal

23 Main Street
Mail Stop LM-C1-23
Holmdel, NJ 07733
Telephone: (732) 946-5619
Fax: (732) 946-4804

March 9, 2004

VIA UPS 2-DAY OVERNIGHT MAIL

Rhode Island Secretary of State
Corporations Division
100 North Main Street, 1st Floor
Providence, RI 02903-1335
ATTN: Maureen Ewing

Re: Helmsman Management Services Inc. Conversion
Via Merger To Helmsman Management Services LLC

Dear Ms. Ewing:

Helmsman Management Services Inc., a Massachusetts corporation (the "Corporation"), is currently qualified to business in your state as a foreign corporation.

Please be advised that on December 18, 2003, Helmsman Management Services Inc. (the "Corporation") successfully merged with and into Helmsman Management Services LLC (the "LLC"). As previously discussed, to effectuate this conversion, Massachusetts law required that the Corporation merge into an existing LLC. Therefore, Helmsman Management Services LLC was formed. Subsequently, the Corporation merged with and into Helmsman Management Services LLC, with the LLC surviving the merger (the "Merger"). Helmsman Management Services Inc. is now known as, Helmsman Management Services LLC.

It is important to note that the federal tax identification number for the LLC has remained the same as the Corporation.

We are submitting the following documents in order to qualify the LLC to do business in your state as a foreign limited liability company. We will be withdrawing the Corporation upon receipt of a Tax Good Standing Letter from the RI Division of Insurance..

1. Application for Registration Limited Liability Company. (2 originals)
2. Consent to Use of Name. (2 originals)
3. Certificate of Good Standing/Legal Existence from Massachusetts.
4. \$150.00 filing fee to qualify as foreign LLC.

If this information is inaccurate or if I have omitted any information please contact me by mail via the information above.

Thank you in advance for your attention to this matter.

Sincerely,

Liz Slover
Enclosures

RECEIVED
OFFICE OF THE
SECRETARY OF STATE
MAR 11 12 39 PM '04