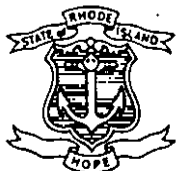


Filing and License Fee: \$310.00 minimum

ID Number: 150615



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-1.2-1405 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is Copley Wolff Design Group, Inc.

2. It is incorporated under the laws of Massachusetts

3. The name, if different, which it elects to use in Rhode Island is:

(a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:

(b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:

4. The date of its incorporation is January 2002 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is 1600 Boylston Street
Boston, MA 02116

6. The address of its proposed registered office in Rhode Island is 10 Weybosset
(Street Address, not P.O. Box)

Providence, RI 02903 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)

that address is CT Corporation System
(Name of Agent)

7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:

Landscape Architecture - Design and Planning Services

8. (a) The names and respective addresses of its directors (optional unless directors are required under the laws of the state or country of which it is incorporated).

	Name	Address
Director	<u>Lynn E. Wolff</u>	<u>36 Concord Square, Boston, MA 02118</u>
Director	<u>John H. Copley, Jr.</u>	<u>364 Marlborough Street, Boston, MA 02115</u>
Director		
Director		

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- (b) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated).

	<u>Name</u>	<u>Address</u>
President	<u>Lynn E. Wolff</u>	<u>36 Concord Square, Boston, MA 02118</u>
Vice President	<u>John H. Copley, Jr.</u>	<u>304 Marlborough Street, Boston, MA 02115</u>
Treasurer	_____	_____
Secretary	_____	_____

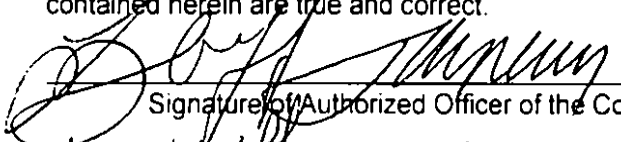
9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
<u>200,000</u>	<u>CNP</u>	_____	<u>0</u>
_____	_____	_____	_____
_____	_____	_____	_____

10. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 0.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 0.
- (c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 0 %. [divide (b) by (a) and multiply by 100 to obtain the percentage].
11. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 1,500,000.
- (b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 30,000.
- (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 2 % [divide (b) by (a) and multiply by 100 to obtain the percentage].
12. This application is accompanied by a certificate of Good Standing issued by the proper officer of the state or country under the laws of which it is incorporated.
13. This Application for Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing _____

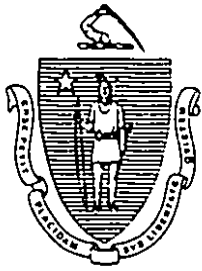
Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 7/12/05



 Signature of Authorized Officer of the Corporation
Lynn Wolff John Copley

 Type of Print Name of Authorized Officer



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

William Francis Galvin
Secretary of the
Commonwealth

September 2, 2005

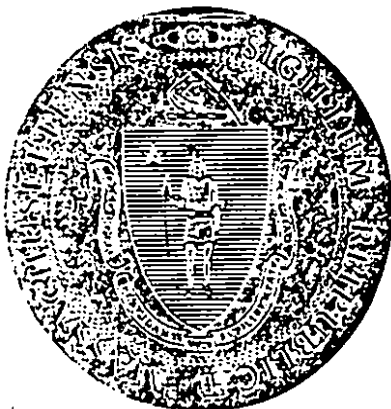
TO WHOM IT MAY CONCERN:

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

COPLEY WOLFF DESIGN GROUP, INC.

is a domestic corporation organized on January 1, 1997, 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 156D section 14.21 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



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

BOARDS FOR DESIGN PROFESSIONALS

BOARD OF EXAMINATION AND REGISTRATION OF ARCHITECTS

BOARD OF EXAMINERS OF LANDSCAPE ARCHITECTS

BOARD OF REGISTRATION FOR PROFESSIONAL ENGINEERS

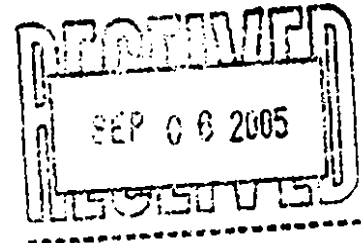
BOARD OF REGISTRATION FOR PROFESSIONAL LAND SURVEYORS

1 CAPITOL HILL, 3rd FLOR., PROVIDENCE, R.I. 02908-5860

(401) 222-2565 Fax: (401) 222-5744

September 2, 2005

COPLEY WOLFF DESIGN GROUP, INC.
160 BOYLSTON STREET, 3RD FL.
BOSTON, MA 02116



Dear Sir/Madam:

This letter shall constitute your final notice by the Rhode Island Board of Examiners of Landscape Architects that your application for a certificate of authorization (COA) which was previously filed within the registration period 1 July 2004 - 30 June 2006 has **NOT** been granted by this Board. The reason for the failure to issue this certificate of authorization is that you have failed to complete the application process by not submitting to this office your **CERTIFICATE OF GOOD STANDING**. You should receive this document from the RI Secretary of State's Office.

Because you do not hold a certificate of authorization to practice landscape architecture within the State of Rhode Island, please be advised that in the event that this Board should determine that you have practiced or offered to practice landscape architecture within this State, the Board will view this as a willful and intentional violation of Rhode Island law and will take action accordingly. Such actions by this Board may include the referral to the Attorney General's Office for criminal prosecution in accordance with Title 5, Chapter 51, of the Rhode Island General Laws.

In the event that you wish to pursue your application for a certificate of authorization, you must complete the application process as directed within thirty (30) days of the date of this letter.

If Certificate of Good Standing is not received within this final 30-day period, the Board will not take any further action on your application, and on that deadline date, you must **CEASE and desist** from practicing or offering to practice landscape architecture in the State of Rhode Island per the **GENERAL LAWS OF RHODE ISLAND § 5-51-13**. Failure to submit the Good Standing will result in the denial and termination of the application process by this Board.

If you have any questions regarding obtaining your Certificate of Good Standing please feel free to contact the Secretary of State's office at 401-222-3040 and ask for Corporations. Please keep in mind that unless we receive the Certificate of Good Standing to complete your application for COA within thirty (30) days of the date of this letter, your application will be terminated without further notice to you.

Very truly yours,

Board of Examiners of Landscape Architects


John C. Carter, Vice-Chair

JCC/nw

Certified Mail