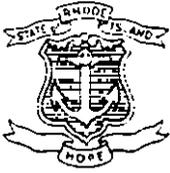


Filing and License Fee: \$310.00 minimum

ID Number: 160629



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

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 Morgan Wheelock Incorporated
- 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 9/1/1978 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 362 SUMMER ST. SOMERVILLE, MASS. 02144

- 6. The address of its proposed registered office in Rhode Island is 222 Jefferson Blvd. Suite 200
(Street Address, not P.O. Box)

WREWICH, RI 02888 and the name of its proposed registered agent in Rhode Island at

that address is Porosearch Incorporated
(Name of Agent)

- 7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
Rendering professional landscape architectural services to clients

- 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>MORGAN DIX WHEELOCK</u> | <u>33 FRESH FOND PARKWAY, CAMBRIDGE MA</u> |
| Director | | <u>02138</u> |
| Director | | |
| Director | | |

FILED

DEC 28 2006

By [Signature] 11213

2006 DEC 19 11:12:40
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DEC 20 11:12:40
2006 DEC 28 11:59

(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>MORGAN D. WHEELOCK</u> | <u>33 FRESH POND PARKWAY CAMBRIDGE MA</u> |
| Vice President: | <u>JUDITH T. WHEELOCK</u> | <u>02138</u> |
| Treasurer | <u>MORGAN D. WHEELOCK</u> | |
| Secretary | <u>JAMES GOODHUE</u> | |

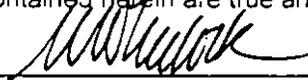
9 The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any within a class, is:

| <u>Number of Shares</u> | <u>Class</u> | <u>Series</u> | <u>Par Value or Statement that Shares are without Par Value</u> |
|-------------------------|---------------|---------------|---|
| <u>12,500</u> | <u>Common</u> | | <u>NO PAR</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 \$ 1,100,000
- (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 \$ 100,000
- (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 10 % [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: 12/18/06


 Signature of Authorized Officer of the Corporation
MORGAN DIX WHEELOCK, PRESIDENT
 Type or 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

December 26, 2006

TO WHOM IT MAY CONCERN:

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

MORGAN WHEELOCK, INC.

is a domestic corporation organized on **September 7, 1978**, 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.

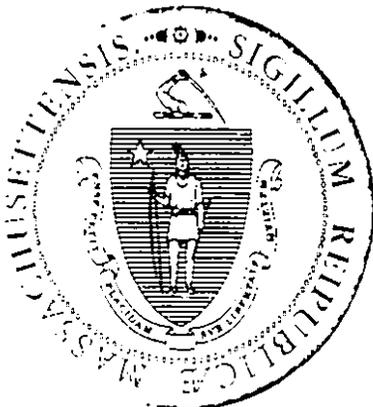
In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

Secretary of the Commonwealth



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