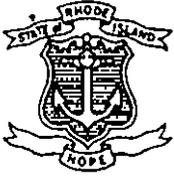


Filing Fee: \$150.00  
License Fee: \$15.00 minimum (§7-1.1-124)

ID Number: 121428



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  
(To Be Filed In Duplicate Original)

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 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 Brown and Rowe, 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 1993 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 \_\_\_\_\_  
286 Congress Street, Boston, Massachusetts 02210
6. The address of its proposed registered office in Rhode Island is 12 Seagate Drive  
(Street Address, not P.O. Box)  
Narragansett RI 02882-1310 and the name of its proposed registered agent in Rhode Island at  
(City/Town) (Zip Code)  
that address is Alison Richardson  
(Name of Agent)
7. The specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:  
Landscape architecture and planning services

**FILED**

8. The names and respective addresses of the directors and officers are:

	<u>Name</u>	<u>Address</u>
Director	_____	_____
Director	_____	_____
President	<u>Clarissa Rowe</u>	<u>54 Brantwood Road, Arlington, MA 02476</u>
Vice President	_____	_____
Treasurer	<u>Cornelia Brown</u>	<u>50 Gorham Avenue, Brookline, MA 02146</u>
Secretary/Clerk	<u>Alison Richardson</u>	<u>60 Wilson Lane, Needham, MA 02192</u>

NOV 26 2001  
Address  
BY RMF  
274173

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:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
100,000	Common	N/A	.01/share, 100,000 total

10. The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
10,000	Common	N/A	100.00

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 330,000.00

(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].

12. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 1 million

(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 \$ 50,000.00

(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 5 % [divide (b) by (a) and multiply by 100 to obtain the percentage].

13. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Date: November 20, 2001

Brown and Rowe, Inc.  
 Print Exact Name of Corporation Making Application  
 By Clairon Rowe  
 President or  Vice President (check one)  
 By Ali Richard AND  
 Secretary or  Assistant Secretary (check one)  
 Clerk

STATE OF Massachusetts  
 COUNTY OF Middlesex

In Boston, on this 20<sup>th</sup> day of November, 2001, personally appeared before me Clairon Rowe & Ali Richard who, being by me first duly sworn, declared that he/she is the President/Clerk of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.

Anna C. Cardone  
 Notary Public  
 My Commission Expires: January 15, 2004



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 FLOOR, PROVIDENCE, R.I. 02908-5860

(401) 222-2565

Fax: (401) 222-5744

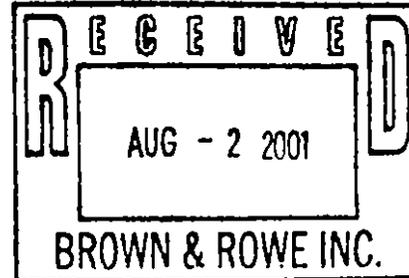
27 July 2001

BROWN AND ROWE, INC.

E. STUART

286 CONGRESS ST.

BOSTON, MA 02210



Dear Sir/Madam:

Your Certificate of Authorization has been reviewed and approved by the Rhode Island Board of Examiners of Landscape Architects **pending receipt** of a **Certificate of Good Standing** from the RI Secretary of State's Office. To complete the process, the following information is requested.

A CERTIFICATE OF GOOD STANDING, not Certificate of Authority, issued by the Rhode Island Secretary of State's Office, indicating that at the present time your corporate entity is in good standing. The Board is requesting that a certificate of good standing be provided within 60 days. **THIS LETTER MUST ACCOMPANY YOUR CERTIFICATE OF AUTHORITY APPLICATION TO THE SECRETARY OF STATE'S OFFICE, ALONG WITH THE REQUIRED FEE FOR A CERTIFICATE OF GOOD STANDING.**

You can contact the Secretary of State's Office by calling (401) 222-3040. Ask for corporations and explain you need the necessary papers to become registered in the State of Rhode Island.

Upon receipt of this CERTIFICATE OF GOOD STANDING, the Board will issue your Certificate of Authorization. If you have any questions, please feel free to contact this Board .

Please be advised that until receipt of this CERTIFICATE OF GOOD STANDING your application is considered incomplete and you are not authorized to practice landscape architecture in the state of Rhode Island.

Very truly yours,

Board of Examiners of Landscape Architects

Karen A. Beck

Chair

KAB/im

414721

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION

GENERAL LAWS, CHAPTER 156B, SECTION 12

SECRETARY OF STATE  
RECEIVED  
1992 DEC 22 AM 11:33  
CORPORATION DIVISION

I hereby certify that, upon an examination of these articles of organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$200.00 having been paid, said articles are deemed to have been filed with me this 22nd day of DECEMBER 1992

*Signature*  
Jan 1, 1992  
MICHAEL J. CONNOLLY  
Secretary of State

FILING FEE: 1/10 of 1% of the total amount of the authorized capital stock, but not less than \$200.00. For the purpose of filing, shares of stock with a par value less than one dollar or no par stock shall be deemed to have a par value of one dollar per share.

A TRUE COPY ATTEST  
*Signature*  
WILLIAM FRANCIS GALVIN  
SECRETARY OF THE COMMONWEALTH  
DATE 11/21/91 CLERK *Signature*

PHOTOCOPY OF ARTICLES OF ORGANIZATION TO BE SENT

Robert Duggan, Esq.  
Palmer & Dodge

One Beacon Street

Boston, MA 02108

Telephone: (617) 573-0100