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

ID Number: \_\_\_\_\_



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 CATIC Exchange Solutions, Inc. <sup>gk</sup>

2. It is incorporated under the laws of Connecticut

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 December 3, 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 \_\_\_\_\_  
101 Corporate Place, Rocky Hill, CT 06067

6. The address of its proposed registered office in Rhode Island is 24 Salt Pond Road, Building C-8,  
(Street Address, not P.O. Box)  
Wakefield, RI 02879 and the name of its proposed registered agent in Rhode Island at  
(City/Town) (Zip Code)

that address is Linda Tessman  
(Name of Agent)

7. The specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:  
to facilitate tax-deferred exchanges

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

	Name	Address
Director	<u>see attached list</u>	_____
Director	_____	_____
President	_____	_____
Vice President	_____	_____
Treasurer	_____	_____
Secretary	_____	_____

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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
2,000	common		shares are without par value

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
100	common		shares are without par value

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 800.00.

(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 \$ 185,000.

(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 \$ 9,000.

(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 4.86% [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: 3/27/03

CATIC Exchange Solutions, Inc.

Print Exact Name of Corporation Making Application

By [Signature]  
 President or  Vice President (check one)

By [Signature] <sup>AND</sup>  
 Secretary or  Assistant Secretary (check one)

STATE OF Connecticut  
 COUNTY OF Hartford

In Rocky Hill, on this 27th day of March, 2003, personally appeared before me Guy R. DeFrances, Jr. who, being by me first duly sworn, declared that he/she is the President 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.

[Signature]  
 Notary Public  
 My Commission Expires: 5/31/03

**Directors****Address**

Leonard Jacobs

146 Main Street  
P.O. Box 480  
Manchester, CT 06045-0480

Joan C. Molloy

150 South Main Street  
Wallingford, CT 06492

Robert L. Fisher

46 West Street  
P.O. Box 278  
Litchfield, CT 06759

Samuel D.B. Millar

P.O. Box 1267  
Darien, CT 06820

William W. Weber

24 Cedar Street  
New Britain, CT 06052

**President**

Guy R. DeFrances, Jr.

101 Corporate Place  
Rocky Hill, CT 06067

**Treasurer**

Richard A. Lawrence

101 Corporate Place  
Rocky Hill, CT 06067

**Secretary**

Edmond R. Browne

101 Corporate Place  
Rocky Hill, CT 06067

STATE OF CONNECTICUT \_\_\_\_\_ }  
OFFICE OF THE SECRETARY OF THE STATE } SS. HARTFORD

I hereby certify that this is a true copy of record  
in this Office

in Testimony whereof, I have hereunto set my hand,  
and affixed the Seal of said State, at Hartford,

this 2nd day of April A.D. 2003

*Susan Byniewicz*

\_\_\_\_\_  
SECRETARY OF THE STATE LP