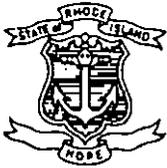


Filing Fee: \$150.00
License Fee: \$15.00 minimum (§7-1.1-124)

ID Number: _____

119660



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)

JUL 11 5 59 PM '01
SECRETARY OF STATE
CORPORATIONS DIVISION

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 Cantella Insurance Agency, Inc.
- 2. It is incorporated under the laws of The State 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 10/27/1993 and the period of its duration is 8 years

5. The address of its principal office in the state or country under the laws of which it is incorporated is 2 Oliver St. 11th Fl. Boston MA 02109

6. The address of its proposed registered office in Rhode Island is 245 Waterman Ave, Ste. 301
(Street Address, not P.O. Box)
Providence, RI 02906 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)

that address is John Biley
(Name of Agent)

7. The specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
we're a broker/Dealer (Cantella & Co., Inc.) as well as an Insurance agency in Boston but we're brokers in RI who want to do insurance business.

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

| | Name | Address |
|----------------|-------------------------|--|
| Director | <u>Vincent Cantella</u> | <u>2 Oliver St., Fl 11 Boston MA 02109</u> |
| Director | _____ | _____ |
| President | <u>James Freeman</u> | <u>same</u> |
| Vice President | _____ | _____ |
| Treasurer | <u>John Garvey</u> | <u>same</u> |
| Secretary | <u>Jeffrey Somers</u> | <u>same</u> |

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CORPORATIONS DIVISION

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 |
|------------------|--------|--------|--|
| 200,000 | Common | | no par |
| | | | |
| | | | |

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 |
|------------------|--------|--------|--|
| 1,000 | Common | | no par |
| | | | |
| | | | |

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 20,000

(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 \$ 2,000,000

(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 \$ 25,000

(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 1% [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: 7/10/01

Cartella Insurance Agency
Print Exact Name of Corporation Making Application

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

AND
By [Signature]
 Secretary or Assistant Secretary (check one)

STATE OF Massachusetts
COUNTY OF Suffolk

In Boston MA, on this 10th day of July, 2001, personally appeared before me James Freeman 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: _____
DEBORAH A. PURDY
Notary Public
My Commission Expires
October 11, 2007

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CORPORATION DIVISION

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THE COMMONWEALTH OF MASSACHUSETTS
ARTICLES OF ORGANIZATION
GENERAL LAWS, CHAPTER 156B, SECTION 12

I hereby certify that, upon 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 27th
day of OCTOBER 19 93.

Effective date: A TRUE COPY ATTEST
William Francis Galvin
WILLIAM FRANCIS GALVIN
SECRETARY OF THE COMMONWEALTH
DATE: 1/16/01 CLERK: *L.F.*

Michael Joseph Connolly
MICHAEL J. CONNOLLY
Secretary of State

FILING FEE: One tenth of one percent of the total 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.

PHOTOCOPY OF ARTICLES OF ORGANIZATION TO BE SENT TO:

Donna B. Potember

GAUSBY & HANNAH

125 Summer Street
Boston, MA 02110

Telephone (617) 345-7000
