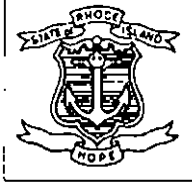


Filing Fee: \$150.00
License Fee: \$15.00 minimum (§7-1.1-124)

ID Number: 120561



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 here by: 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 IRC, 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 04/26/90 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 Hidden Valley Farm Lynnfield, MA 01940

6. The address of its proposed registered office in Rhode Island is 130 Bellevue Ave.
(Street Address, not P.O. Box)
Newport RI 02840 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)

that address is Mark B. Bardorf
(Name of Agent)

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

Nonresident Ins. Agency sales and services.

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

	<u>Name</u>	<u>Address</u>
Director	<u>See Attached</u>	
Director		
President		
Vice President		
Treasurer		
Secretary		

FILED
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By AME
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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
15,000	Common	N/A	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
15,000	Common	N/A	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 \$ 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].

12. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 30 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 \$ 0.

(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 -% [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: 9-7-01

IRC, Inc.
Print Exact Name of Corporation Making Application

By Malcolm C. Swasey Malcolm C. Swasey
 President or Vice President (check one) President

By Malcolm C. Swasey Malcolm C. Swasey
 Secretary or Assistant Secretary (check one) Secretary

STATE OF Massachusetts
COUNTY OF Essex

In Lynnfield on this 7th day of September, 2001, personally appeared before me Malcolm C. Swasey who, being by me first duly sworn, declared that he/she is the President/Secretary 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.

Debra B. Bartlett
Notary Public
My Commission Expires: Oct. 30, 2003

IRC, Inc.
OFFICERS AND DIRECTORS

Malcolm C. Swasey
100% Stockholder
President/Secretary/Treasurer
4 Proctor Street
Manchester-by-the-Sea, MA 01944

Salvatore D'Amato
Director
80 Tracey Drive
Whitinsville, MA 01588



William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02133

September 6, 2001

TO WHOM IT MAY CONCERN:

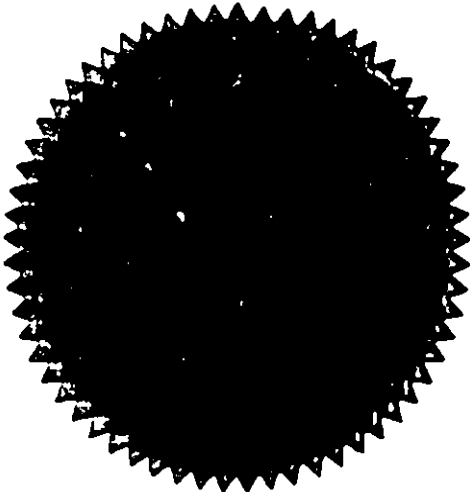
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I hereby certify that according to the records of this office,

IRC, INC.

is a domestic corporation organized on **April 26, 1990**, 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 156B section 101 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

*MGL Chapter 156B Section 83A provides that certain consolidations and mergers may be filed with the division within thirty days after the effective date of the merger or consolidation.

