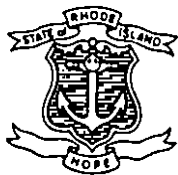


Filing and License Fee: \$310.00 minimum

ID Number:

149983



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

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 Dell Mitchell Architects, Inc.
2. It is incorporated under the laws of MA
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 August 23, 1995 and the period of its duration is 10 years

5. The address of its principal office in the state or country under the laws of which it is incorporated is

37 Newbury St. Boston, MA 02116

6. The address of its proposed registered office in Rhode Island is 222 Jefferson Blvd. Suite 200

(Street Address, not P.O. Box)

Warwick

(City/Town)

RI 02888

(Zip Code)

and the name of its proposed registered agent in Rhode Island at

that address is

Parasearch, Inc.

(Name of Agent)

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

Interior Design Services

FILED

AUG 19 2005

By [Signature] 4898

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).

Director

Sharon Dell Mitchell

Name

Director

20 Commonwealth Avenue Boston, MA 02116

Address

Director

Director

- (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>Sharon Dell Mitchell</u>	<u>20 Commonwealth Ave. Boston, MA 02116</u>
Vice President	_____	_____
Treasurer	_____	_____
Secretary	_____	_____

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>200,000</u>	<u>Common</u>	_____	<u>.10</u>
_____	_____	_____	_____
_____	_____	_____	_____

10. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ None.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ None.
- (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 m.
- (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 k.
- (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 25 % [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 90<sup>th</sup> 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: 7-13-05

Sharon Dell Mitchell  
Signature of Authorized Officer of the Corporation  
Sharon Dell Mitchell  
Type or Print Name of Authorized Officer



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

17 June 2005

DELL MITCHELL ARCHITECTS, INC.  
37 NEWBURY STREET  
BOSTON, MA 02116

Dear Sir/Madam:

Your request for Certificate of Authorization has been reviewed and approved by the Rhode Island Board of Examination and Registration of Architects. In accordance with the procedures adopted by this Board, **you are requested to provide the following information.**

The document requested by the Board is 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 insofar as registration procedures required by the Secretary of State's Office. The Board is requesting that the **original certificate of such notice be provided within 60 days. A copy of this letter must accompany your certificate of authority application, along with the required fee for a certificate of good standing, to the Secretary of State's office.**

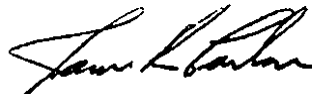
You can contact the Secretary of State's Office by calling (401) 222-3040. Ask for corporations and explain you need the necessary papers to become registered in the State of Rhode Island.

**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 through its secretary or legal counsel.

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

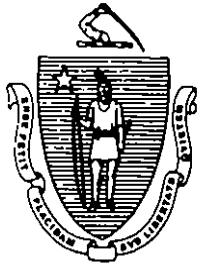
Very truly yours,

BOARD OF EXAMINATION AND  
REGISTRATION OF ARCHITECTS

  
James R. Carlson, NCARB, AIA  
Secretary

JRC/dmb

Certified Mail



*The Commonwealth of Massachusetts*  
*Secretary of the Commonwealth*  
*State House, Boston, Massachusetts 02133*

William Francis Galvin  
Secretary of the  
Commonwealth

August 11, 2005

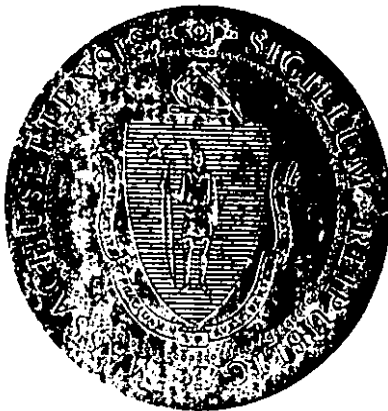
TO WHOM IT MAY CONCERN:

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

**DELL MITCHELL ARCHITECTS, INC.**

is a domestic corporation organized on **August 25, 1995**, 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.

*William Francis Galvin*

Secretary of the Commonwealth