



The Commonwealth of Massachusetts

Office of the Secretary of State
State House, Boston, MA 02133

MICHAEL J. CONNOLLY, Secretary

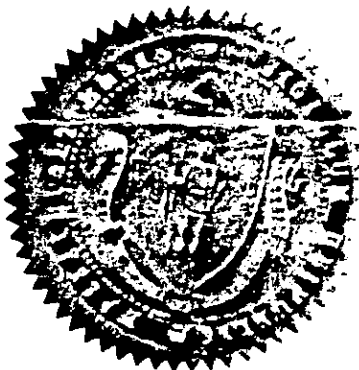
October 25, 1989

To Whom it May Concern:

I hereby certify that the records of this office show that
Northbridge Investment Corporation

was incorporated under the general laws of this Commonwealth
December 22, 1986 and I further certify that by articles of
amendment filed here February 4, 1987 the name of said
corporation was changed to Miscoe Springs, Inc.
and said corporation still has a legal existence.

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IN TESTIMONY of which, I have hereunto
affixed the Great Seal of
the Commonwealth on the
date first above written.

Michael J. Connolly

Secretary of State.

ATTEST: WORC., Anthony J. Vigliotti, Register

Form C.D. 303