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ACCOUNT NO. : 072100000032
REFERENCE : 764477 162967A
AUTHORIZATION :
COST LIMIT : \$

ORDER DATE : December 12, 1995
ORDER TIME : 10:58 AM
ORDER NO. : 764477
CUSTOMER NO: 162967A

CUSTOMER: Leslie Reid Price, Esq
Liberty Property Trust
Suite 100, Great Valley Corp.
65 Valley Stream Parkway
Malvern, PA 19355

FOREIGN FILINGS

NAME: LIBERTY PROPERTY DEVELOPMENT
CORP.

PROFIT
 NON-PROFIT
 CORPORATE
 LIMITED PARTNERSHIP
 QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: GAIL SHELBY

RECEIVED
95 DEC 15 PM 12:54
SECRETARY OF STATE
DIVISION OF CORPORATIONS
LR
12/15

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:**

1. LIBERTY PROPERTY DEVELOPMENT CORP.

(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. PENNSYLVANIA

(State or country under the law of which it is incorporated)

3. 23-279 0437

(FEI number, if applicable)

4. 6/6/94

(Date of Incorporation)

5. PERPETUAL

(Duration: Year corp. will cease to exist or "perpetual")

6. 7/14/95

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. 65 Valley Stream Parkway, Suite 100

Malvern, PA 19355

(Current mailing address)

8. The corporation has unlimited power to engage in and to do any lawful act concerning any or all lawful business for which corporations may be incorporated under Pennsylvania law, and to do all things and exercise all powers, rights and privileges which a corporation may now or hereafter be organized or authorized to exercise under the law of Pennsylvania.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: THE PRENTICE-HALL CORPORATION SYSTEM, INC.

Office Address: 1201 HAYS STREET

TALLAHASSEE

, Florida,

32301

(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

THE PRENTICE-HALL CORPORATION SYSTEM, INC.

By: Beth J. Davis, Asst. V.P.
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
95 DEC 15 PM 2:54

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Willard G. Rouse III

Address: 65 Valley Stream Pkwy.

Malvern, PA 19355

Director: ~~Vice Chairman~~ Frederick Buchholz

Address: 1735 Market St., Ste. 4200

Philadelphia, PA 19103

Director: J. Anthony Hayden

Address: Two Logan Square

Philadelphia, PA 19103

Director: M. Leanne Lachman

Address: 437 Madison Ave., 18th Flr.

New York, NY 10022

* See next page for ~~add'l. Directors.~~

B. OFFICERS

President: Joseph P. Denny

Address: 65 Valley Stream Pkwy.

Malvern, PA 19355

Vice President: George F. Congdon

Address: 65 Valley Stream Pkwy.

Malvern, PA 19355

Secretary: Leslie R. Price

Address: 65 Valley Stream Pkwy.

Malvern, PA 19355

Treasurer: George J. Alburger, Jr.

Address: 65 Valley Stream Pkwy.

Malvern, PA 19355

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Leslie R. Price
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. Secretary - Leslie R. Price
(Typed or printed name and capacity of person signing application)

12A. Directors (continued)

Director: David L. Lingerfelt

Address: 1400 Best Plaza
Richmond, VA 23227

Director: John A. Miller

Address: 1946 Montgomery Ave.
Villanova, PA 19085

Director: Stephen B. Siegel

Address: 200 Park Ave.
New York, NY 10166



COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE

NOVEMBER 30, 1995

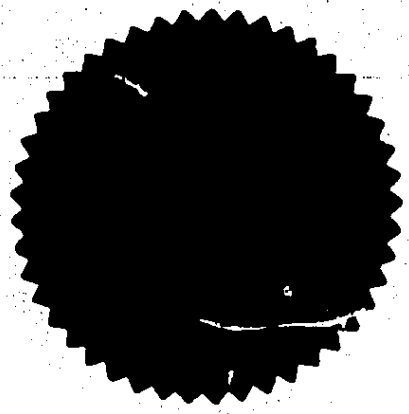
TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

LIBERTY PROPERTY DEVELOPMENT CORP.

is duly incorporated under the laws of the Commonwealth of Pennsylvania
and remains a subsisting corporation so far as the records of this office
show, as of the date herein.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 15 PM 12: 54



IN TESTIMONY WHEREOF, I have
hereunto set my hand and caused
the Seal of the Secretary's
Office to be affixed, the day
and year above written.

Secretary of the Commonwealth
SWAL