

1204 WAYS STREET  
TALLAHASSEE, FL 32304  
(904) 222-9171  
(904) 222-0191 FAX

800-342-8086

**F95000006334**  
**networks**  
PRENTICE HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032  
REFERENCE : 785550 129147A  
AUTHORIZATION : *Palmeria Pizut*  
COST LIMIT : \$ 70.00

ORDER DATE : December 28, 1995

ORDER TIME : 11:40 AM

ORDER NO. : 785550

CUSTOMER NO: 129147A

500001674235

CUSTOMER: Ms. Nora A. Whitescarver  
Mayer, Brown & Platt  
2000 Pennsylvania Ave., N.W.  
Suite 6300  
Washington, DC 20006

*7 12-29*

FOREIGN FILINGS

NAME: APT-CABOT FLORIDA, INC.

XX PROFIT  
       NON-PROFIT

XXX CORPORATE  
       LIMITED PARTNERSHIP

XXX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XXX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: HARRY DAVIS

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 DEC 29 PM 3:15  
RECEIVED  
95 DEC 29 PM 1:56  
DIVISION OF CORPORATION

**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 TRANSACTION BUSINESS IN THE  
STATE OF FLORIDA:*

1. APT-CABOT Florida, Inc.  
(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. Delaware 3. \_\_\_\_\_  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 12/12/95 5. Perpetual  
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Has not yet transacted business in Florida  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 60 State Street  
Boston, MA 02109  
(Current mailing address)

8. See Attached  
(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.*

By: [Signature] RICHARD VOIGSMART  
(Registered agent's signature) ASST SEC.

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 STATE  
DIVISION OF CORPORATIONS  
95 DEC 29 PM 1:15

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

A. DIRECTORS

Chairman: Ferdinand Colloredo-Mansfeld

Address: 60 State Street  
Boston, MA 02109

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: Robert M. Angland

Address: 60 State Street  
Boston, MA 02109

Director: Peter F. Tague, III

Address: 60 State Street  
Boston, MA 02109

B. OFFICERS

President: See Attached

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

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

13. John F. Malloy  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. John F. Malloy - Secretary  
(Typed or printed name and capacity of person signing application)

**Attachment  
to  
Application by Foreign Corporation for Authorization to  
Transact Business in Florida**

**APT-CABOT Florida, Inc.**

8. Purpose(s) of corporation authorized in home state of country to be carried out in the state of Florida.

(a) To acquire and hold title to real property and to collect the income therefrom, remitting the entire amount of such income, less expenses, to its Shareholder (as defined in Article V of the Certificate of Incorporation), in accordance with section 501(c)(25) of the Internal Revenue Code of 1986, as amended (the "Code") and the regulations promulgated thereunder;

(b) To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware, if necessary or appropriate to satisfy the foregoing purposes, including, to the extent permitted under section 501(c)(25) of the Code, operating, developing, improving, and disposing of real properties and incorporating and owning subsidiaries to hold title thereto.

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

B. OFFICERS

Robert M. Angland President	60 State Street Boston, MA 02109
Andrew D. Ebbott Vice President	60 State Street Boston, MA 02109
Eugene F. Reilly Vice President	60 State Street Boston, MA 02109
Howard B. Hodgson, Jr. Vice President	60 State Street Boston, MA 02109
Robert E. Paterson Vice President	60 State Street Boston, MA 02109
Gerald F. Ianetta Vice President	60 State Street Boston, MA 02109

Attachment to Application  
by Foreign Corporation  
for Authorization to  
Transact Business in Florida.  
APT-CABOT Florida, Inc.  
Page 2.

Peter F. Tague, III  
Vice President

60 State Street  
Boston, MA 02109

Neil E. Waisnor  
Treasurer

60 State Street  
Boston, MA 02109

John F. Malloy  
Secretary

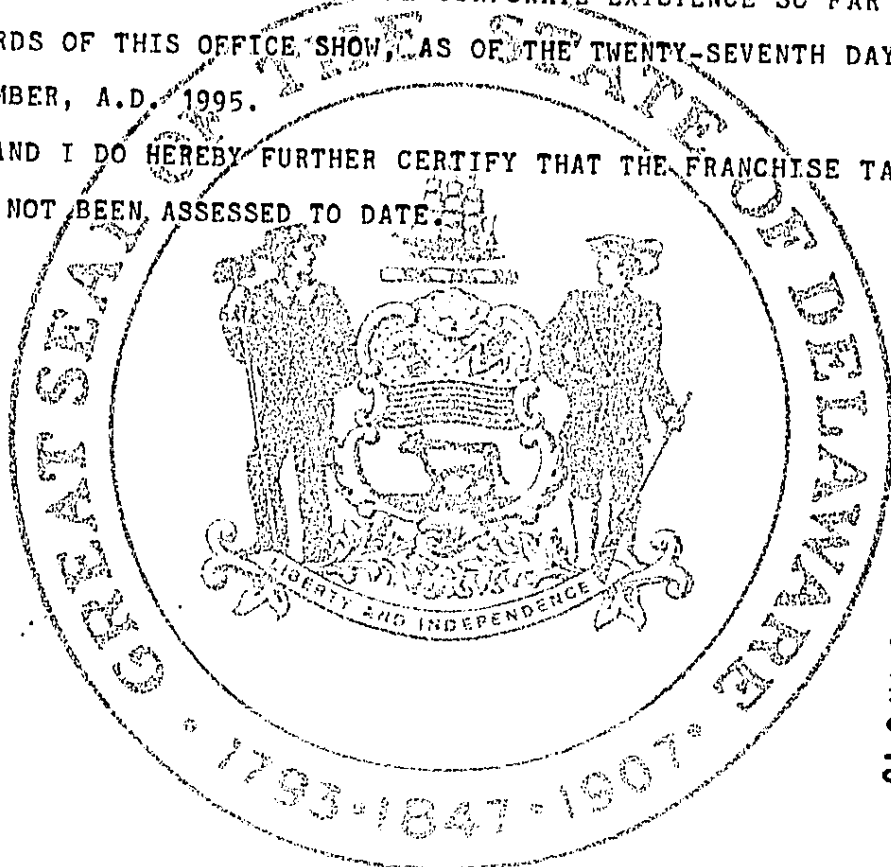
60 State Street  
Boston, MA 02109

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "APT-CABOT FLORIDA, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 DEC 29 PM 3:15

*Edward J. Freel*

Edward J. Freel, Secretary of State



2570888 8300

950308775

AUTHENTICATION: 7768681

DATE: 12-27-95

# F95000006334



ACCOUNT NO. : 072100000032

REFERENCE : 426681 4347123

AUTHORIZATION *Patricia Poynt*

COST LIMIT : \$ 35.00

ORDER DATE : June 12, 1997

ORDER TIME : 9:23 AM

ORDER NO. : 426681-005

CUSTOMER NO: 4347123

CUSTOMER: Ms. Nora A. Whitescarver  
Mayer, Brown & Platt  
2000 Pennsylvania Ave., N.w.  
Suite 6500  
Washington, DC 20006

600002211356--1

### FOREIGN FILINGS

NAME: APT-CABOT FLORIDA, INC.

PROFIT  CORPORATE  
 NON-PROFIT  LIMITED PARTNERSHIP

WITHDRAWAL/CANCELLATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

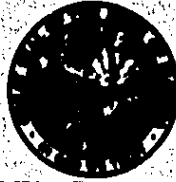
CERTIFIED COPY  
 PLAIN STAMPED COPY  
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: ANDREA MABRY

*1/28  
Not: Could not be  
backdated - not reinstated  
until 7/18/97*

FILED  
97 JUL 28 PM 3:25  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

RECEIVED  
97 JUN 13 AM 10:43  
DIVISION OF CORPORATION



**FLORIDA DEPARTMENT OF STATE**  
Sandra B. Mortham  
Secretary of State

June 13, 1997

CSC  
ANDREA  
TALLAHASSEE, FL

**RESUBMIT**

Please give original  
submission date as file date.

SUBJECT: APT-CABOT FLORIDA, INC.  
Ref. Number: F9500006334

We have received your document for APT-CABOT FLORIDA, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

The subject corporation's authority was revoked in Florida on August 23, 1996 for failure to file its corporation annual report. To file a certificate of withdrawal, the corporation would first have to reinstate by completing a reinstatement application and paying a reinstatement fee of \$915.00.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6957.

Joy Moon-French  
Corporate Specialist

Letter Number: 997A00031878

RECEIVED  
97 JUL 28 PM 12:17  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA



**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL  
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS  
IN FLORIDA**

97 JUL 28 PM 3:25  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA  
FILED

APT-CABOT Florida, Inc.  
\_\_\_\_\_  
(Name of Corporation)

Delaware  
\_\_\_\_\_  
(Incorporated Under Laws Of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

2 Center Plaza, Suite 200  
\_\_\_\_\_  
(Mailing Address)

Boston, MA 02109  
\_\_\_\_\_  
(City/State/Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

John F. Malloy Secretary  
Signature Title  
John F. Malloy  
Typed or printed name  
June 11, 1997  
Date