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*****70.00 *****70.00

CF Corporation System
Requestor's Name
660 East Jefferson Street
Address
Tallahassee, FL 32301 222-1092
City State Zip Phone

CORPORATION(S) NAME

Chancellor of Southern Florida, Inc

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CORPORATION

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- Limited Partnership
- Annual Report
- Other
- Reinstatement
- Name Registration
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CONSENT TO USE OF A NAME

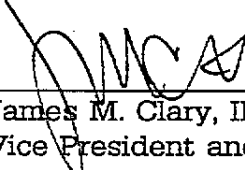
Chancellor of Aberdeen, Inc., Chancellor of Altamonte Springs, Inc.,
Chancellor of Bonita Springs, Inc., Chancellor of Clearwater, Inc., Chancellor of
Deerfield Beach, Inc., Chancellor of Lauderhill I, Inc., Chancellor of Lauderhill II,
Inc., Chancellor of Naples, Inc., Chancellor of Naples II, Inc., Chancellor of
Plantation, Inc., Chancellor of Stuart, Inc., Chancellor of Tamarac, Inc., all Delaware
corporations which are qualified to conduct business in the State of Florida hereby
consent to name usage by Chancellor of Florida, Inc.", "Chancellor of Ft. Myers, Inc."
and "Chancellor of Southern Florida, Inc." in the State of Florida.

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All the above entities are related with the same principal address.

IN WITNESS WHEREOF, the said corporations have caused this consent to
be executed this 8 day of January, 1998.

- CHANCELLOR OF ABERDEEN, INC.
- CHANCELLOR OF ALTAMONTE SPRINGS, INC.
- CHANCELLOR OF BONITA SPRINGS, INC.
- CHANCELLOR OF CLEARWATER, INC.
- CHANCELLOR OF DEERFIELD BEACH, INC.
- CHANCELLOR OF LAUDERHILL I, INC.
- CHANCELLOR OF LAUDERHILL II, INC.
- CHANCELLOR OF NAPLES, INC.
- CHANCELLOR OF NAPLES II, INC.
- CHANCELLOR OF PLANTATION, INC.
- CHANCELLOR OF STUART, INC.
- CHANCELLOR OF TAMARAC, INC.


By: _____
James M. Clary, III
Vice President and Secretary

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT 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. Chancellor of Southern 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

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

3. applied

(FEI number, if applicable)

4. December 30, 1997

(Date of incorporation)

5. Perpetual

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

6. Upon Qualification

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. 197 First Avenue, Needham, Massachusetts 02194

(Current mailing address)

8. Real estate investment and related activities, and any other lawful act or activity for which corporations can be organized to do business.
(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: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324

(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

(Registered agent's signature) (Officer)
PATRICIA A. CANARIO,
SPECIAL ASSISTANT SECRETARY

(Type Name and Title of Officer)

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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.

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

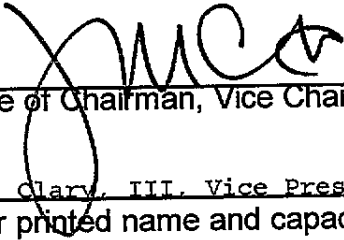
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Treasurer: _____

Address: _____

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

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

14. James M. Clary, III, Vice President _____
(Typed or printed name and capacity of person signing application)

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
Chancellor of Southern Florida, Inc.**

1. Abraham D. Gosman, President
197 First Avenue
Needham, Massachusetts 02194
2. James M. Clary, III, Vice President and Secretary
197 First Avenue
Needham, Massachusetts 02194
3. Frederick R. Leathers, Vice President and Treasurer
197 First Avenue
Needham, Massachusetts 02194
4. Richard P. Zermani, Vice President and Assistant Secretary
197 First Avenue
Needham, Massachusetts 02194

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State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CHANCELLOR OF SOUTHERN 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 THIRTEENTH DAY OF JANUARY, A.D. 1998.

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

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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

8862608

DATE:

01-13-98