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Division of Corporations

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Florida Department of State
Division of Corporations
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To:
Division of Corporations
Fax Number : (850) 205-0383

From:
Account Name : EDWARDS & ANGELL
Account Number : 075410001517
Phone : (561) 833-7700
Fax Number : (561) 655-8719

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FOREIGN LIMITED LIABILITY COMPANY

Goodrich Realty Management, LLC

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$155.00

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF
FLORIDA:**

1. Goodrich Realty Management, LLC
(Name of foreign limited liability company)

2. Delaware 3. 36-4511287
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. October 24, 2002 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. Upon filing.
(Date first transacted business in Florida.) (SEE SECTIONS 608.501, 608.502 and 817.155, F.S.)

7. Edwards & Angell, c/o G. Young, One North Clematis Street, Ste. 400, West Palm Beach, FL 33401
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here .


9. The names and usual business addresses of the managing members or managers are as follows:

Stanley L. Clark, Manager
55 Hayden Avenue, Ste. 3200
Lexington, MA 02421

Joseph Marzilli, Manager
55 Hayden Avenue, Ste. 3200
Lexington, MA 02421

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida:
This limited liability company may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.


Signature of a member or an authorized representative of a member.
(In accordance with section 608.048(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Gregory E. Young, Authorized Representative

Typed or printed name of signee

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CLERK OF SUPERIOR COURT
STATE OF FLORIDA

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is **Goodrich Realty Management, LLC.**
2. The name and the Florida street address of the registered agent and office are:

Angell Corporate Services, Inc.
(Name)

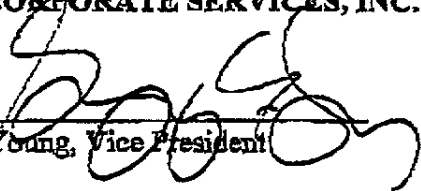
One North Clematis Street, Suite 400
Florida street address (P.O. Box NOT acceptable)

West Palm Beach FL 33401
City/State/Zip

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DIVISION OF CORPORATIONS
SECRETARY OF STATE'S
FLORIDA

Having been named as registered agent and to accept service of process for the above-stated limited liability company at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agree to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and it is familiar with and accepts the obligations of its position as registered agent as provided in Chapter 608, F.S.

ANGELL CORPORATE SERVICES, INC.



Gregory E. Young, Vice President

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Delaware

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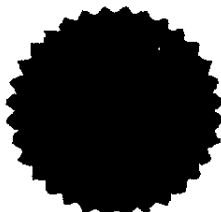
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GOODRICH REALTY MANAGEMENT, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINTH DAY OF SEPTEMBER, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "GOODRICH REALTY MANAGEMENT, LLC" WAS FORMED ON THE TWENTY-FOURTH DAY OF OCTOBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3341657

DATE: 09-09-04

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