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TALLAHASSEE, FLORIDA

J. BRAN JAN - 4 2005



THE BERKSHIRE GROUP

Legal Department

VIA FEDERAL EXPRESS

December 23, 2004

State of Florida
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Berkshire Property Advisors, L.L.C.

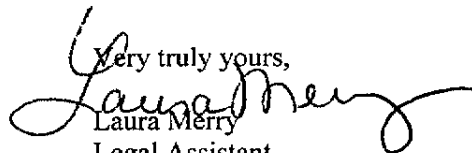
Dear Sir/Madam:

With respect to the above-referenced entity, I am enclosing the following documents for filing with your office:

1. Two original Applications by Foreign Limited Liability Company for Authorization to Transact Business in Florida, together with a copy of a Certificate of Good Standing from Delaware;
2. Our check in the amount of \$155.00 to cover the filing fee, the registered agent fee and the fee for a certified copy of the certificate of authority; and
3. A stamped, self-addressed envelope for your convenience in returning to our office a date stamped copy of the application.

If I can be of any further assistance, kindly contact me directly at 617-556-8142.

Thank you.

Very truly yours,

Laura Merry
Legal Assistant

LJM/hs

Enclosures

cc: Mary Beth Bloom, Esq.

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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
A FOREIGN LIMITED LIABILITY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA*

1. BERKSHIRE PROPERTY ADVISORS, L.L.C.
(Name of Foreign Limited Liability Company)

2. DELAWARE 3. 35-2175857
(Jurisdiction under the law of which foreign limited liability (FEI number, if applicable)
company is organized)

4. 7/22/02 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to
exist or "perpetual")

6. Not Applicable
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. c/o The Berkshire Group, Attn: Legal Department
One Beacon Street, Suite 1500, Boston, MA 02108
(Street Address of Principal Office)

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

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

BPA Manager, Inc.

c/o The Berkshire Group, Attn: Legal Department

One Beacon Street, Suite 1500, Boston, MA 02108

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:

The Company is formed for the object and purpose of engaging in any lawful act or activity for which limited liability companies may be formed, and engaging in any and all activities necessary or incidental to the foregoing. The Company shall have the authority to take all actions necessary or convenient to accomplish its purposes and operate its business.

BPA MANAGER, INC., Manager

By: 

Signature of a member or an authorized representative of a member.
(in accordance with section 608.408(3), F.S., the execution of this document constitutes
an affirmation under the penalties of perjury that the facts stated herein are true.)

SCOTT D. SPELFOGEL, CLERK/SECRETARY

Typed or printed name of signee

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TALLAHASSEE, FLORIDA

**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:

BERKSHIRE PROPERTY ADVISORS, L.L.C.

2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company

(Name)

1201 Hays Street

Florida Street Address (P.O. Box NOT ACCEPTABLE)

Tallahassee

FL 32301


City/State/Zip

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TALLAHASSEE, 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, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.

Corporation Service Company

By:



(Signature)

ROBERT FARAVUGIA
ASST. VICE PRESIDENT

\$100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

Delaware

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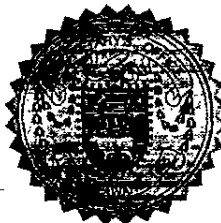
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BERKSHIRE PROPERTY ADVISORS, L.L.C." 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 TWENTY-SECOND DAY OF DECEMBER, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BERKSHIRE PROPERTY ADVISORS, L.L.C." WAS FORMED ON THE TWENTY-SECOND DAY OF JULY, A.D. 2002.

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

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TALLAHASSEE, FLORIDA



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3571724

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DATE: 12-22-04