

F99000003569



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 299069 4304756

AUTHORIZATION :

Patricia Pizzuti

COST LIMIT : \$ 70.00

ORDER DATE : July 7, 1999

ORDER TIME : 10:24 AM

ORDER NO. : 299069-020

3000002928423--6

CUSTOMER NO: 4304756

CUSTOMER: Robert Porcelli, Legal Asst  
Bingham Dana LLP  
150 Federal Street

Boston, MA 02110

FOREIGN FILINGS

NAME: HERITAGE REALTY MANAGEMENT,  
INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
XX PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

F99-3569

nc

(6)

Conflict  
#32692

FILED  
99 JUL 12 PM 1:09

# 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. Heritage Realty Management, 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. Maryland  
(State or country under the law of which it is incorporated)
3. 04-3474807  
(FEI number, if applicable)
4. July 7, 1999  
(Date of Incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. July 1999  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 535 Boylston Street, Boston, MA 02116  
(Current mailing address)
8. real estate management and related services  
(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: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Corporation Service Company

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: Laura R. Dunlap  
(Registered agent's signature)

Laura R. Dunlap  
as its agent

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: (Street address ONLY- P. O. Box NOT acceptable)

**A. DIRECTORS (Street address only- P. O. Box NOT acceptable)**

Chairman: See attached officers/directors rider

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

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

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

Director: \_\_\_\_\_

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

Director: \_\_\_\_\_

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

**B. OFFICERS (Street address only- P. O. Box NOT acceptable)**

President: See attached officers/directors rider

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

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

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

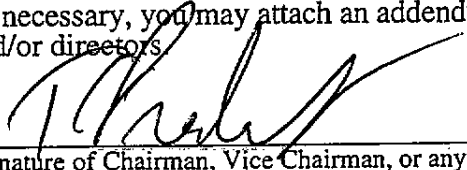
Secretary: \_\_\_\_\_

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

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

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

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

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

14. Thomas C. Prendergast, President  
(Typed or printed name and capacity of person signing application)

HERITAGE REALTY MANAGEMENT, INC.

List of Officers and Directors

Officers

| Name                  | Office                                                       | Business Address                         |
|-----------------------|--------------------------------------------------------------|------------------------------------------|
| Thomas C. Prendergast | President, Chief Executive Officer and Chairman of the Board | 535 Boylston Street<br>Boston, MA 02116  |
| Richard L. Trueblood  | Treasurer                                                    | 535 Boylston Street<br>Boston, MA 02116  |
| J. Leo Barry          | Secretary                                                    | 24 Cross Street<br>Plainville, MA 02762  |
| David W. Laughton     | Assistant Secretary                                          | 265 Maple Street<br>Manchester, NH 03103 |

Directors

| Name                   | Business Address                         |
|------------------------|------------------------------------------|
| David W. Laughton      | 265 Maple Street<br>Manchester, NH 03103 |
| George W. Cashman      | 544 Main Street<br>Boston, MA 02129      |
| J. Leo Barry           | 24 Cross Street<br>Plainville, MA 02762  |
| William M. Vaughn, III | 1385 Hancock Street<br>Quincy, MA 02169  |
| Thomas C. Prendergast  | 535 Boylston Street<br>Boston, MA 02116  |

**HERITAGE REALTY MANAGEMENT, INC.**

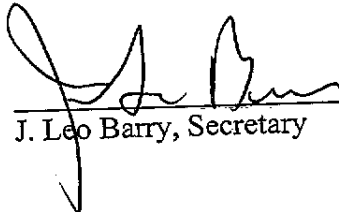
Date: July 9, 1999

The undersigned, J. Leo Barry, Secretary of Heritage Realty Management, Inc., a corporation organized under the laws of the State of Maryland (the "Corporation"), does hereby certify that the following is a true and correct copy of resolutions of the Board of Directors of the Corporation adopted by an Action by the Consent of the Board of Directors on the 7<sup>th</sup> of July, 1999:

"RESOLVED: That, should the name of the Corporation be unavailable for use in any state or jurisdiction in which the Corporation wishes to qualify as a foreign corporation, the Corporation elects to conduct business under the assumed name of Maryland Heritage Realty Management, Inc.

RESOLVED: That, should the aforementioned assumed name be unavailable in any state or jurisdiction in which the Corporation wishes to qualify as a foreign corporation, an officer of the Corporation may choose an alternate and similar assumed name to effect the qualification, and any such assumed name is hereby ratified and approved for use."

HERITAGE REALTY MANAGEMENT, INC.

  
J. Leo Barry, Secretary

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CLERK OF COURT  
HARRIS COUNTY, TEXAS

# STATE OF MARYLAND

## Department of Assessments and Taxation

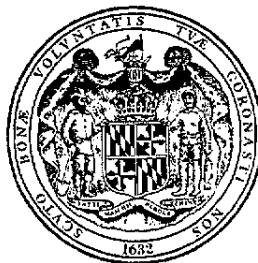
I, PAUL ANDERSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATIONS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE, AND THAT I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT HERITAGE REALTY MANAGEMENT, INC. IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND THE CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN MARYLAND.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY SIGNATURE AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE ON THIS JULY 09, 1999.



Paul B. Anderson  
Charter Division



FILED  
99 JUL 12 PM 1:09  
OFFICE OF THE  
CLERK OF THE COURT