



B98000000032

ACCOUNT NO. : 072100000032

REFERENCE : 666023 4304950

AUTHORIZATION :

Patricia Pignatelli

COST LIMIT : \$ 96.25

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN 16 PM 2:22

ORDER DATE : January 12, 1998

ORDER TIME : 9:37 AM

ORDER NO. : 666023-005

CUSTOMER NO: 4304950

CUSTOMER: Ms. Amy Bannes  
Nutter, McClennen & Fish  
One International Pl

9000002398119--5

Boston, MA 021102699

FOREIGN FILINGS

NAME: T AND F PROPERTIES, LP

XXXX QUALIFICATION (TYPE: LP)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

RECEIVED  
98 JAN 13 AM 10:49  
DIVISION OF CORPORATIONS  
1/16/98  
MK



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

January 14, 1998

CHRISTOPHER SMITH  
CSC NETWORKS  
TALLAHASSEE, FL

SUBJECT: T AND F PROPERTIES, LP  
Ref. Number: W98000000916

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN 16 PM 2:22

We have received your document for T AND F PROPERTIES, LP and the authorization to debit your account in the amount of \$96.25. However, the document has not been filed and is being returned for the following:

The name of your limited partnership is not available. A foreign limited partnership whose name is not available in Florida must adopt another name which contains the words "Limited" or its abbreviation "Ltd." for use in the state of Florida. Please complete number 2 on the application with an alternate name for use in Florida.

ALSO, please note that before this partnership can be filed, the general partner - MT GENERAL LLC -- will have to qualify in Florida.

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 (850) 487-6914.

Buck Kohr  
Corporate Specialist

Letter Number: 598A00002083

Florida Department of State, Jim Smith, Secretary of State

APPLICATION BY FOREIGN LIMITED PARTNERSHIP  
FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN 16 PM 4:22

1. T and F Properties, LP  
(Name of limited partnership as it is in the home state;  
LTD.)
2. TFP (Realty), LP  
(If name is unavailable, name under which the limited partnership proposes to register or  
transact business in Florida; must contain the word "LIMITED" or "LTD.")
3. Delaware 4. December 16, 1997  
(Date of Formation)
5. Corporation Service Company  
(Name of Registered Agent for Service of Process)
6. 1201 Hays Street  
(Street Address of Registered Office)  
Tallahassee, Florida 32301  
(City) (Zip Code)
7. Acceptance by the Registered Agent for Service of Process.  
Patrick Walsh  
(Officer must sign on this line)  
Patrick Walsh, Assistant Secretary  
(Type Name and Title of Officer)
8. 1013 Centre Road, Wilmington, DE 19805  
(Address of Registered Office required in State of Formation or, if not required, Address of  
Principal Office.)
9. NAME OF GENERAL PARTNERS SPECIFIC ADDRESS  
MT General LLC, 197 First Avenue, Needham, MA 02194  
*m9800000042*
10. 197 First Avenue, Needham, MA 02194  
(Office where Names, Addresses and Contributions of Limited Partners are kept.)
11. The limited partnership will undertake to keep the records listing the addresses and  
capital contributions of the limited partner or limited partners until the limited partnership's  
registration in Florida is cancelled or withdrawn.
12. 197 First Avenue, Needham, MA 02194  
(Mailing Address of Limited Partnership)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN 16 PM 2:22

This 12th day of January, 1998.

MT GENERAL LLC, GENERAL PARTNER

By: MEDITRUST COMPANY LLC, SOLE MEMBER

By: MEDITRUST CORPORATION, SOLE MEMBER

By: Paul R. Eklund  
Paul R. Eklund, Assistant Secretary

STATE OF Massachusetts

COUNTY OF Suffolk

THE FOREGOING instrument was acknowledged and sworn to before me this 12th day of January, 1998, by MT General LLC (Name of General Partner) of T and F Properties, LP (Name of Limited Partnership), A Norfolk County, Massachusetts (State or Country) Limited Partnership, on behalf of the Limited Partnership.

Bridget C. Mickley

Notary Public

State of MA at Large

(SEAL)

My Commission Expires: 1/26/01

BC Mickley

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared MT General LLC, a general partner of T and F Properties, LP, a (an) Delaware, limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ \$999.90.

2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ \$450.00.

This 12th day of January, 19 98.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury I declare that I have read the foregoing and that the facts are true, to the best of my knowledge and belief.

MT GENERAL LLC, GENERAL PARTNER

By: MEDITRUST COMPANY LLC, SOLE MEMBER

By: MEDITRUST CORPORATION, SOLE MEMBER

By: Paul R. Eklund  
Paul R. Eklund, Assistant Secretary

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN 16 PM 2:22

STATE OF Massachusetts  
COUNTY OF Suffolk  
DATE 1/12/98

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared MT General LLC (General Partner, known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as General Partner of said partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 12th day of January, 19 98.

B. C. Mickley  
Notary Public Bridget C. Mickley

Seal

State of Massachusetts at Large  
My Commission Expires: 1/26/01