

D01000000027



ACCOUNT NO. : 072100000032

REFERENCE : 365002 4305026

AUTHORIZATION : *Patricia Pignato*

COST LIMIT : \$ 350.00

ORDER DATE : November 8, 2001

ORDER TIME : 10:52 AM

ORDER NO. : 365002-020

500004674185--1

CUSTOMER NO: 4305026

CUSTOMER: Rochelle Terranova, Legal Asst
Sullivan & Worcester LLP
One Post Office Square
23rd Fl
Boston, MA 02109

DEPARTMENT OF STATE
DIVISION OF CERTIFICATION
TALLAHASSEE, FLORIDA

01 NOV -9 AM 11:34

RECEIVED

FOREIGN FILINGS

NAME: FS TENANT POOL I TRUST

XXXX QUALIFICATION (TYPE: BST)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2001 NOV -9 PM 2:24

FILED

CONTACT PERSON: Sara Lea -- EXT# 1114

EXAMINER:

JS
11/9/01

**AFFIDAVIT TO THE FLORIDA SECRETARY OF STATE
TO FILE OR QUALIFY**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

FS Tenant Pool I Trust

A MARYLAND BUSINESS TRUST

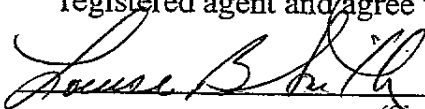
In accordance with Section 609.02 of the Florida Statutes, pertaining to
Common Law Declarations of Trust, the undersigned, the ~~Chairman of the~~ Trustee of
~~Board of Trustees of~~ FS Tenant Pool I Trust, a
(Name of Trust)

Maryland Business Trust hereby affirms in order to file or qualify
(State)

FS Tenant Pool I Trust, in the State of Florida.
(Name of Trust)

1. Two or more persons are named in the Trust.
2. The principal address is 400 Centre Street
Newton, MA 02458
3. The registered agent and street address in the State of Florida is:
Corporation Service Company, 1201 Hays Street, Tallahassee, FL 32301

4. Acceptance by the registered agent: Having been named as registered agent to accept service of process for the above named Declaration of Trust at the place designated in this affidavit, I hereby accept the appointment as registered agent and agree to act in this capacity.



(Signature of Registered Agent)

5. I certify that the attached is a true and correct copy of the ^{Certificate} Declaration of Trust under which the association proposes to conduct its business in Florida.

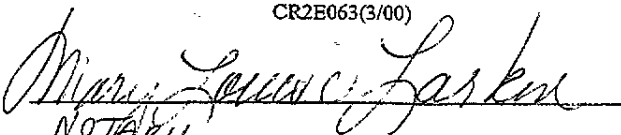
Name: 

~~Chairman of the Board of Trustees~~ Trustee

NOTARY

Filing Fee: \$350.00
Certified Copy: \$ 8.75 (optional)

CR2E063(3/00)


NOTARY
Comm. Exp. 10-1-07

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

FS TENANT POOL I TRUST
CERTIFICATE OF TRUST

THIS IS TO CERTIFY THAT:

FIRST: The undersigned trustees do hereby form a business trust pursuant to the laws of the State of Maryland.

SECOND: The name of the business trust (the "Trust") is:

FS Tenant Pool I Trust

THIRD: The address of the Trust's principal office in the State of Maryland is c/o Ballard Spahr Andrews & Ingersoll, LLP, 300 East Lombard Street, Baltimore, Maryland 21202, Attention: James J. Hanks, Jr.

FOURTH: The name and business address of the Trust's resident agent are James J. Hanks, Jr., c/o Ballard Spahr Andrews & Ingersoll, LLP, 300 East Lombard Street, Baltimore, Maryland 21202.

The undersigned, being all of the trustees of the Trust, acknowledge under the penalties of perjury, that to the best of their knowledge and belief, the facts stated herein are true.

[REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

SIGNATURE

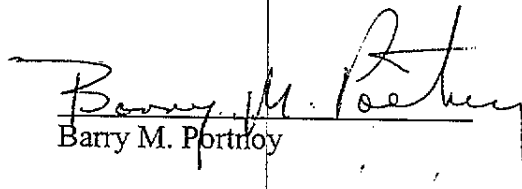
I hereby certify that this is a true and correct copy of the
page document on file in the STATE DEPARTMENT OF REVENUE

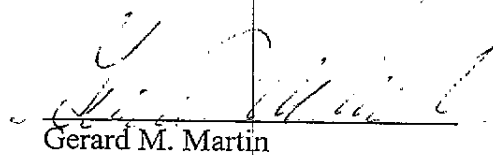
BY: Ann Curtis, Custodian

This stamp replaces our previous certification system. Effective: 6/95

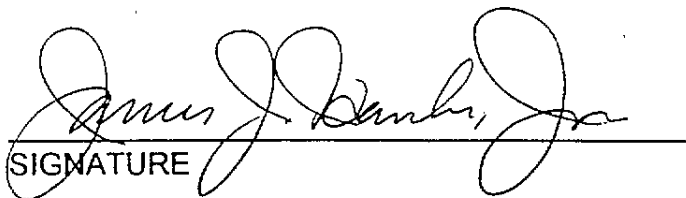
10/30/01 4

IN WITNESS WHEREOF, the undersigned trustees have signed this Certificate
of Trust this 30th day of October, 2001.


Barry M. Portnoy


Gerard M. Martin

I HEREBY CONSENT TO ACT AS RESIDENT AGENT IN MARYLAND FOR
THE ENTITY NAMED IN THE ATTACHED INSTRUMENT.


SIGNATURE

James J. Hanks, Jr.

PRINT NAME

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TALLAHASSEE FLORIDA