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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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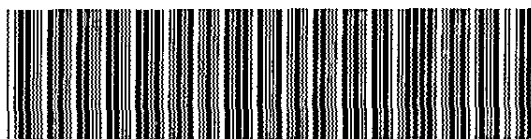
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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02/20/03--01036--023 **350.00

RECEIVED
02 FEB 20 PM 2:43
STATE OF FLORIDA
TALLAHASSEE

FILED
03 FEB 20 AM 9:11
SECRETARY OF STATE
TALLAHASSEE - FLORIDA

525
2/2/03



ACCOUNT NO. : 072100000032

REFERENCE : 931633 5024411

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : February 20, 2003

ORDER TIME : 11:42 AM

ORDER NO. : 931633-005

CUSTOMER NO: 5024411

CUSTOMER: Daniel Smith
Reit Management & Research Inc
400 Centre Street

Newton, MA 02458

FOREIGN FILINGS

NAME: CCC RETIREMENT TRUST

XXXX QUALIFICATION (TYPE: BST)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Norma Parramore -- EXT# 1147

EXAMINER: _____

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

03 FEB 26 AM 9:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CCC Retirement Trust
A Maryland **TRUST**

In accordance with Section 609.02 of the Florida Statutes, pertaining to
Common Law Declarations of Trust, the undersigned, the Chairman of the
Board of Trustees of CCC Retirement Trust, a
(Name of Trust)

Maryland Trust hereby affirms in order to file or qualify
(State)
CCC Retirement 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 are:
Corperation Service Company
1201 Hays Street, Ste. 105, Tallahassee 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] Asst. V.P.
(Signature of Registered Agent)

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

NOTARY

[Signature]
Name: Coraid M. Martine
Chairman of the Board of Trustees
Director

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

CCC Retirement Trust
400 Centre Street
Newton, MA 02458
FEIN: 35-2184935

Corporate Officers

Name	Title	Business Address	Date of Birth	Address	Phone Number
David J. Hegarty	President, Chief Operating Officer and Secretary	400 Centre Street Newton, MA 02458	12/7/56	39 Ledgelawn Avenue Lexington, MA 02173	617-796-8350
John R. Hoadley	Treasurer	400 Centre Street Newton, MA 02458	5/21/71	4 Foss Avenue Saugus, MA	617-796-8350
Jennifer B. Clark	Ass't Secretary	400 Centre Street Newton, MA 02458	6/1/61	88 Hudson Road Sudbury, MA 01776	617-796-8350

Directors

Name	Title	Business Address	Date of Birth	Address	Phone Number
Barry M. Portnoy	Director	400 Centre Street Newton, MA 02458		Crystal Lake Road Eaton, NH 03832	617-796-8350
Gerard M. Martin	Director	400 Centre Street Newton, MA 02458		20 Church Road Rye, NH 03871	617-796-8350

CCC RETIREMENT TRUST

CERTIFICATE OF TRUST

03 FEB 20 AM 9:11

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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:

CCC Retirement Trust

THIRD: The address of the Trust's principal office in the State of Maryland is 6600 Rockledge Drive, Suite 600, Bethesda, Maryland 20817.

FOURTH: The name and business address of the Trust's resident agent are The Prentice-Hall Corporation System, Maryland, 11 East Chase 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, information and belief, the matters and facts stated herein are true in all material respects.

[REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

CUST ID: 0000778800
WORK ORDER: 0000532159
DATE: 12-21-2001 12:03 PM
AMT. PAID: \$1,584.00

MD_DCS_A #1157139 v1

STATE OF MARYLAND

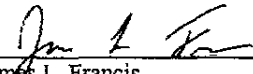
I hereby certify that this is a true and complete copy of the page document on file in this office. DATED: 2-14-03.

BY: [Signature], Custodian

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

375-142

IN WITNESS WHEREOF, the undersigned trustees have signed this Certificate
of Trust this 20th day of December, 2001.


James L. Francis
Trustee


Tracy M. Colden
Trustee

Sent by: MD. DOCUMENT RETRIEVAL

410 347 9544;

12/21/01 12:05PM; ~~JetFax~~ #837; Page 2/2

APR -19' 99 (MON) 10:45

CSC-WDC

TEL: 2024083140

P. 002

I hereby consent to my designation in this document as resident agent for this corporation.

PRENTICE-HALL CORPORATION, SYSTEM MARYLAND

Signed by: Frederick L. Collins
Resident Agent

5

CCC RETIREMENT, INC.

CCC RETIREMENT TRUST

ARTICLES OF MERGER

THIS IS TO CERTIFY THAT:

FIRST: CCC Retirement, Inc. and CCC Retirement Trust agree to merge (the "Merger") in the manner hereinafter set forth.

SECOND: CCC Retirement Trust is the entity to survive the Merger.

THIRD: CCC Retirement, Inc. (the "Merging Corporation") was incorporated under the laws of the State of Delaware on November 14, 1985. The Merging Corporation qualified to do business in the State of Maryland on April 23, 1996. The principal office of the Merging Corporation in the State of Maryland is located in Montgomery County.

FOURTH: CCC Retirement Trust (the "Surviving Entity") is a business trust formed under the laws of the State of Maryland. The principal office of the Surviving Entity in the State of Maryland is located in Montgomery County.

FIFTH: The Merging Corporation owns no interest in land in the State of Maryland.

SIXTH: An Agreement and Plan of Merger (the "Agreement and Plan of Merger") has been approved by the board of directors of Merging Corporation on January 8, 2002 and by unanimous vote of the stockholders on January 8, 2002. The Agreement and Plan of Merger has been approved by the board of trustees of the Surviving Entity on January 8, 2002 and by unanimous vote of the shareholders on January 8, 2002.

SEVENTH: The Certificate of Trust of the Surviving Entity shall not be amended as part of the Merger.

EIGHTH: The total number of shares of all classes of stock or beneficial interest, as the case may be, which each entity party to these Articles has the authority to issue and the number of shares of each class are as follows:

a) Merging Corporation

The total number of shares of all classes of stock which the Merging Corporation has authority to issue is 1,000, all of which are shares of Common Stock ("Merging Corporation Common Stock"), \$0.00 par value per share.

STATE OF MARYLAND

I hereby certify that this is a true and complete copy of the 5
page document on file in this office. DATED: 2-17-03

BY: [Signature] STATE DEPARTMENT OF ASSESSMENTS AND TAXATION, Custodian
This stamp replaces our previous certification system. Effective: 6/95

b) Surviving Entity

The total number of shares of all classes of beneficial interest which the Surviving Entity has authority to issue is 1,000, all of which are Common Shares of beneficial interest ("Surviving Entity Common Shares"), \$.01 par value per share.

NINTH:

a) Effect on Merging Corporation Shares

At the Effective Time, by virtue of the Merger and without any action on the part of the holders of any capital stock or shares of the Constituent Entities, each share of the common stock, par value \$.01 per share, of the Corporation (the "Corporation Common Shares") issued and outstanding immediately prior to the Effective Time shall cease to be outstanding and shall be canceled without payment of any consideration therefor. Upon cancellation, each holder of cancelled Corporation Shares shall surrender the certificates representing the cancelled Corporation Shares to the Trust. After the Effective Time, all rights with respect to the cancelled Corporation Shares shall cease and terminate, and such shares shall no longer be deemed to be outstanding, whether or not the certificate(s) representing such shares have been surrendered to the Trust.

b) Effect on Surviving Entity Shares

The Merger shall not affect the number of authorized or outstanding common shares in the Trust. Each common share in the Trust issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding at the Effective Time.

TENTH: The executed Agreement and Plan of Merger is on file at the principal place of business of the Surviving Entity, as follows:

CCC Retirement Trust
6600 Rockledge Drive
Suite 600
Bethesda, Maryland 20817.

ELEVENTH: A copy of the Agreement and Plan of Merger will be furnished by the Surviving Entity, on request and without cost, to any beneficial owner of any entity party to the Merger.

TWELFTH: The Merger shall become effective (the "Effective Time") upon the later of (a) the acceptance of a Certificate of Merger relating to the Merger by the Secretary of State of Delaware and (b) the acceptance for record of these Articles of Merger by the State Department of Assessments and Taxation of Maryland.


Each undersigned officer acknowledges these Articles of Merger to be the act of the respective entity on whose behalf he or she has signed, and further, as to all matters or facts required to be verified under oath, each such officer acknowledges, that to the best of his or her knowledge, information and belief, these matters and facts relating to the entity on whose behalf he or she has signed are true in all material respects and that this statement is made under the penalties for perjury.

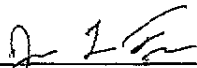
[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, these Articles of Merger have been duly executed by
the parties hereto this 21 day of January, 2002.

ATTEST:

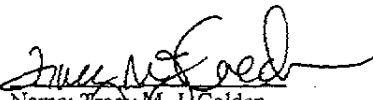
CCC RETIREMENT, INC.

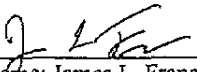

Name: Tracy M. J. Colden
Title: Secretary

By:  (SEAL)
Name: James L. Francis
Title: President

ATTEST:

CCC RETIREMENT TRUST


Name: Tracy M. J. Colden
Title: Secretary

By:  (SEAL)
Name: James L. Francis
Title: President