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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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DIVISION OF REGISTRATION



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 732347 7107477

AUTHORIZATION : *Patricia Roberts*

COST LIMIT : \$ 350.00

ORDER DATE : June 9, 2004

ORDER TIME : 10:11 AM

ORDER NO. : 732347-040

CUSTOMER NO: 7107477

CUSTOMER: Peggy Roberts, Legal Asst  
Wilmer Cutler & Pickering  
13th Floor  
100 Light Street  
Baltimore, MD 21202

FOREIGN FILINGS

NAME: MEDREALTY TRUST

XXXX QUALIFICATION (TYPE: GP)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 2956

EXAMINER: \_\_\_\_\_

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

MEDREALTY 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 MEDREALTY TRUST a

(Name of Trust)

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

\_\_\_\_\_, in the State of Florida.  
(Name of Trust)

1. Two or more persons are named in the Trust.

2. The principal address is 101 North Clematis Street, Suite 502

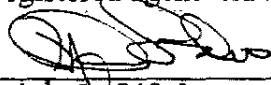
WEST PALM BEACH, FLORIDA 33401

3. The registered agent and street address in the State of Florida are:

Patrick J. DiSalvo, 101 North Clematis Street, Suite 502

West Palm Beach, Florida 33401

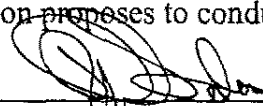
4. Acceptance by the registered agent: Having been named as registered  
agent to accept service of process for the above named Declaration of Trust  
at the place designated in this affidavit, I hereby accept the appointment as  
registered agent and agree to act in this capacity.

  
Patrick J. DiSalvo

(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

  
Name: Patrick J. DiSalvo  
Chairman of the Board of Trustees

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

CR2E063(3/00)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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CERTIFICATE OF AMENDMENT  
TO  
DECLARATION OF TRUST  
OF  
MEDOFFICE TRUST

This Certificate of Amendment (the "Certificate of Amendment") to Declaration of Trust is hereby certified by the undersigned trustee of MedOffice (the "Trust"):

1. The name of the Trust is MedOffice Trust.
2. The declaration of trust (the "Declaration of Trust") was filed with the State Department of Assessments and Taxation of Maryland ("SDAT") on May 12, 2004.
3. The Declaration of Trust is hereby amended by deleting Article II, Paragraph 1 in its entirety and by inserting in lieu thereof the following:

ARTICLE II

The name of the Trust is MedRealty Trust.

4. Except as amended hereby, the terms and conditions of the Declaration of Trust shall continue in full force and effect and any reference to the Declaration of Trust from and after the date of the filing of this Certificate of Amendment with the SDAT shall be meant to include the Declaration of Trust, as amended by this Certificate of Amendment.

IN WITNESS WHEREOF, this Certificate of Amendment to the Declaration of Trust has been executed on this 7 day of June, 2004 by the undersigned trustee, who acknowledges that this document is his act, that to the best of his knowledge, information and belief, the matters and facts set forth herein are true in all material respects and that this statement is made under the penalties for perjury.



Patrick J. DiSalvo, Trustee

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**MEDOFFICE TRUST**  
**DECLARATION OF TRUST**

This DECLARATION OF TRUST is made as of the 10th day of May, 2004 by the undersigned Trustee (as defined herein).

**ARTICLE I**

**FORMATION**

The trust is a real estate investment trust (the "Trust") within the meaning of Title 8 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time ("Title 8"). The Trust shall not be deemed to be a general partnership, limited partnership, joint venture, joint stock company or a corporation (but nothing herein shall preclude the Trust from being treated for tax purposes as an association, partnership, or disregarded as an entity separate from its owner under the Internal Revenue Code of 1986, as amended from time to time (the "Code")).

**ARTICLE II**

**NAME**

The name of the Trust is MedOffice Trust.

Under circumstances in which the Board of Trustees of the Trust (the "Board of Trustees" or "Board") determines that the use of the name of the Trust is not practicable, the Trust may use other designation or name for the Trust.

**ARTICLE III**

**PURPOSES AND POWERS**

Section 1. **PURPOSES**. The purposes for which the Trust is formed are to invest in and to acquire, hold, manage, administer, control and dispose of property, including, without limitation or obligation, engaging in business as a real estate investment trust under the Code.

Section 2. **POWERS**. The Trust shall have all of the powers granted to real estate investment trusts by Title 8 and all other powers which are not inconsistent with law and are appropriate to promote and attain the purposes set forth in the Declaration of Trust.

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#### ARTICLE IV

##### RESIDENT AGENT

The name of the resident agent of the Trust in the State of Maryland is CSC - Lawyers Incorporating Service Company, 11 E. Chase Street, Baltimore, Maryland 21202. The resident agent is a corporation organized under the Maryland General Corporation Law. The Trust may have such offices or places of business within or outside the State of Maryland as the Board of Trustees may from time to time determine.

#### ARTICLE V

##### BOARD OF TRUSTEES

Section 1. **POWERS.** Subject to any express limitations contained in the Declaration of Trust or in the Bylaws, (a) the business and affairs of the Trust shall be managed under the direction of the Board of Trustees and (b) the Board shall have full, exclusive and absolute power, control and authority over any and all property of the Trust. The Board may take any action as in its sole judgment and discretion is necessary or appropriate to conduct the business and affairs of the Trust. The Declaration of Trust shall be construed with the presumption in favor of the grant of power and authority to the Board. Any constriction of the Declaration of Trust or determination made in good faith by the Board concerning its powers and authority hereunder shall be conclusive. The enumeration and definition of particular powers of the Board of Trustees included in the Declaration of Trust or in the Bylaws shall in no way be limited or restricted by reference to or inference from the terms of this or any other provision of the Declaration of Trust or the Bylaws or construed or deemed by inference or otherwise in any manner to exclude or limit the powers conferred upon the Board of the trustees of the Trust (collective, the "Trustees" and, individually, a "Trustee") under the general laws of the State of Maryland or any other applicable laws.

The Board, without any action by the shareholders of the Trust (collectively, the "Shareholders" and, individually, a "Shareholder"), shall have and may exercise, on behalf of the Trust, without limitation, the power to terminate the status of the Trust as a real estate investment trust under the Code; to adopt, amend and repeal Bylaws; to elect officers in the manner prescribed in the Bylaws; to solicit proxies from holders of shares of beneficial interest of the Trust; and to do any other acts and deliver any other documents necessary or appropriate to the foregoing powers.

Section 2. **NUMBER.** The number of Trustees initially shall be one, which number may thereafter be increased or decreased by the Trustees then in office from time to time; however, the total number of Trustees shall be not less than one and not more than 15. No reduction in the number of Trustees shall cause the removal of any Trustee from office prior to the expiration of his term.

Section 3. INITIAL BOARD. The name and address of the Trustee who shall serve until the earlier of the first annual meeting and until his successor is duly elected and qualifies is Patrick J. DiSalvo, 1684 Flagler Parkway, West Palm Beach, Florida 33411.

Section 4. TERM. The Trustees shall be elected at each annual meeting of the Shareholders and shall serve until the next annual meeting of the Shareholders and until their successors are duly elected and qualify.

Section 5. REMOVAL. A Trustee may be removed, at any time, with or without cause, by the affirmative vote of the holders of a majority of the Shares then outstanding and entitled to vote generally in the election of Trustees.

#### ARTICLE VI

##### SHARES OF BENEFICIAL INTEREST

The beneficial interest in the Trust shall be divided into shares of beneficial interest ("Shares"). The total number of Shares which the Trust has authority to issue is 1,000,000, all of which are designated common shares of beneficial interest, \$.01 par value per share. The Board of Trustees may classify or reclassify any unissued Shares from time to time by designating the number of Shares to be included in such class or series, and by setting or changing the preferences, conversion or other rights, designations, voting powers, restrictions, limitations as to dividends or other distributions, qualifications or terms or conditions of redemption of the Shares.

The Board of Trustees may authorize the issuance from time to time of Shares of any class or series, whether now or hereafter authorized, or securities or rights convertible into Shares of any class or series, whether now or hereafter authorized, for such consideration (whether in cash, property, past or future services, obligation for future payment or otherwise) as the Board of Trustees may deem advisable (or without consideration in the case of a Share split or Share dividend), subject to such restrictions or limitations, if any, as may be set forth in the Declaration of Trust or the Bylaws of the Trust.

The Board of Trustees may amend the Declaration of Trust to increase or decrease the aggregate number of shares or the number of shares of any class or series that the Trust has authority to issue.

Except as may be provided by the Board of Trustees in setting the terms of classified or reclassified Shares pursuant to this Article VI no holder of Shares shall, as such holder, (a) have any preemptive or preferential right to purchase or subscribe for any additional Shares of the Trust or any other security of the Trust which it may issue or sell, or (b) except as expressly required by Title 8, have any right to require the Trust to pay him the fair value of his Shares in an appraisal or similar proceeding.

## ARTICLE VII

### SHAREHOLDERS

There shall be an annual meeting of the Shareholders, to be held after delivery of the annual report and on proper notice to the Shareholders, at such time and place as shall be determined by resolution of the Board of Trustees.

## ARTICLE VIII

### LIABILITY OF SHAREHOLDERS, TRUSTEES, OFFICERS, EMPLOYEES AND AGENTS

Section 1. LIMITATION OF SHAREHOLDER LIABILITY. No Shareholder shall be liable for any debt, claim, demand, judgment or obligation of any kind of, against or with respect to the Trust by reason of his being a Shareholder, nor shall any Shareholder be subject to any personal liability whatsoever, in tort, contract or otherwise, to any Person in connection with the property or affairs of the Trust.

Section 2. LIMITATION OF TRUSTEE AND OFFICER LIABILITY. To the maximum extent that Maryland law in effect from time to time permits limitations of the liability of trustees and officers of a real estate investment trust, no Trustee or officer of the Trust shall be liable to the Trust or to any Shareholder for money damages. Neither the amendment nor repeal of this Section, nor the adoption or amendment of any other provision of this Declaration of Trust inconsistent with this Section, shall apply to or affect in any respect the applicability of the preceding sentence with respect to any act or failure to act which occurred prior to such amendment, repeal or adoption.

Section 3. EXPRESS EXCULPATORY CLAUSES IN INSTRUMENTS. Neither the Shareholders nor the Trustees, officers, employees or agents of the Trust shall be liable under any written instrument creating an obligation of the Trust, and all persons shall look solely to the property of the Trust for the payment of any claim under or for the performance of that instrument. The omission of the foregoing exculpatory language from any instrument shall not affect the validity or enforceability of such instrument and shall not render any Shareholder, Trustee, officer, employee or agent liable thereunder to any third party, nor shall the Trustee or any officer, employee or agent of the Trust be liable to anyone for such omission.

Section 4. INDEMNIFICATION. The Trust shall have power, to the maximum extent permitted by Maryland law, to obligate itself to indemnify, and to pay or reimburse reasonable expenses in advance of final disposition of a proceeding to, each Shareholder Trustee or officer (including any person who, while a Trustee of the Trust, is or was serving at the request of the Trust as a director, officer, real estate investment trust, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, other enterprise or employee benefit plan) from all claims and liabilities to which such person may become subject by reason of his being or having been a Shareholder, Trustee, officer, employee or agent.





IN WITNESS WHEREOF, this Declaration of Trust has been executed on this 10th day of May, 2004 by the undersigned Trustee, who acknowledges that this document is his act, that to the best of his knowledge, information, and belief, the matters and facts set forth herein are true in all material respects and that this statement is made under the penalties for perjury.



Patrick J. DiSalvo, Trustee



CERTIFICATE OF ACCEPTANCE OF APPOINTMENT  
BY RESIDENT AGENT

CSC-Lawyers Incorporating Service Company hereby accepts the  
appointment as Resident Agent for the following:

MedOffice Trust

Dated: May 10, 2004

CSC-LAWYERS INCORPORATING  
SERVICE COMPANY

*Bud Snook*  
Authorized Representative

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA