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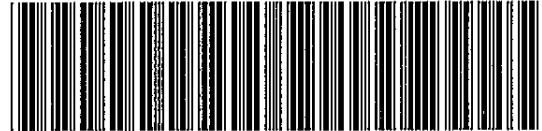
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18  
7-10

105-11754



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 236569 4804484

AUTHORIZATION :

*Patricia Pignato*

COST LIMIT : \$ 350.00

ORDER DATE : March 3, 2005

ORDER TIME : 10:20 AM

ORDER NO. : 236569-010

CUSTOMER NO: 4804484

CUSTOMER: Ms. Rosalie Harrison  
Wolf Block Schorr And  
22nd Floor  
1650 Arch Street  
Philadelphia, PA 19103-2097

FOREIGN FILINGS

NAME: LIBERTY SPECIAL PURPOSE TRUST

XXXX QUALIFICATION (TYPE: BST)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XXX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 2956

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

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CORPORATION SERVICE COMPANY

RESUBMIT

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AUTHORIZATION : *Patricia Pigute*  
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CONTACT PERSON: Susie Knight -- EXT# 2956

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

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

LIBERTY SPECIAL PURPOSE TRUST

**A Pennsylvania 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 Liberty Special Purpose Trust, a  
(Name of Trust)

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

Liberty Special Purpose Trust, in the State of Florida.  
(Name of Trust)

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

2. The principal address is 500 Chesterfield Parkway, Malvern, PA 19355

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

Corporation Service Company - 1201 Hays Street, Tallahassee, FL 32301

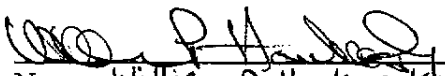
4. Acceptance by the registered agent: Having been named as registered  
agent to accept service of process for the above named Declaration of Trust  
at the place designated in this affidavit, I hereby accept the appointment as  
registered agent and agree to act in this capacity.



**Carla Lohi  
Asst. Vice President**

(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.

  
Name: William P. Hankowsky  
Chairman of the Board of Trustees

NOTARY

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

CR2E063(3/00)

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COMMONWEALTH OF PENNSYLVANIA

:

: ss

COUNTY OF CHESTER

:

Before me, a Notary Public, appeared William P. Hankowsky, Chairman of the Board of Trustees of Liberty Special Purpose Trust, who acknowledged that he/she executed an Affidavit to the Florida Secretary of State to File or Qualify.

Dated: March 2, 2005

Joan F. Rosengarten  
Notary Public

My Commission Expires: 5/17/08

COMMONWEALTH OF PENNSYLVANIA

Notarial Seal

Joan F. Rosengarten, Notary Public  
East Whiteland Twp., Chester County  
My Commission Expires May 17, 2008

Member, Pennsylvania Association of Notaries

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PENNSYLVANIA DEPARTMENT OF STATE  
CORPORATION BUREAU  
ROOM 308 NORTH OFFICE BUILDING  
P.O. BOX 8722  
HARRISBURG, PA 17105-8722

153

LIBERTY SPECIAL PURPOSE TRUST

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT.  
PLEASE NOTE THE FILE DATE AND THE SIGNATURE OF THE SECRETARY OF THE  
COMMONWEALTH. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS  
TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA. IF YOU HAVE ANY  
QUESTIONS PERTAINING TO THE CORPORATION BUREAU, CALL (717) 787-1057.

ENTITY NUMBER: 2914918

MICROFILM NUMBER: 0009991

1760-1766

CSC  
COUNTER

199991-1760

2583653-

### CONSENT TO USE OF SIMILAR NAME

DSCB:17.3 (Rev 90)

Pursuant to 19 Pa. Code § 17.3 (relating to use of a confusingly similar name) the undersigned association, desiring to consent to the use by another association of a name which is confusingly similar to its name, hereby certifies that:

1. The name of the association executing this Consent to Use of Similar Name is: Liberty Special Purpose Corp.

2. The (a) address of this association's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) 85 Valley Stream Parkway Malvern PA 19355 Chester  
Number and Street City State Zip County

(b) c/o: \_\_\_\_\_  
Name of Commercial Registered Office Provider County

For an association represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the association is located for venue and official publication purposes.

3. The date of its incorporation or other organization is: June 2, 1984

4. The statute under which it was incorporated or otherwise organized is: PA BCL of 1988, effective 10/01/89

5. The association(s) entitled to the benefit of this Consent to Use of Similar Name is (are): \_\_\_\_\_

Liberty Special Purpose Trust

6. A check in this box: ☐ indicates that the association executing this Consent to Use of Similar Name is the parent or prime affiliate of a group of associations using the same name with geographic or other designations, and that such association is authorized to and does hereby act on behalf of all such affiliated associations, including the following (see 19 Pa. Code § 17.3(c)(6)):

IN TESTIMONY WHEREOF, the undersigned association has caused this consent to be signed by a duly authorized officer thereof this 22 day of December, 1999.

Liberty Special Purpose Corp.

(Name of Association)

BY: \_\_\_\_\_

(Signature)

TITLE: President

199991-1761

2914918

Filed in the Department of  
State on DEC 23 1999

*Kevin P. Duggan*  
Secretary of the Commonwealth

J/K

DECLARATION OF TRUST  
Establishing  
LIBERTY SPECIAL PURPOSE TRUST  
Effective: December 22, 1999

The undersigned, Willard G. Rouse III and Joseph P. Denny (the "Initial Trustees"), hereby declare that any and all property and interest in property of every type and description that may be acquired hereunder, together with the profits, income and proceeds thereof and therefrom (collectively, the "Trust Estate"), shall be held in trust, for the sole benefit of the Beneficiary (hereinafter defined) upon the terms herein set forth. The term "Trustee" wherever used herein shall mean the Initial Trustees and such person, persons, entity or entities who or which hereafter are serving as Trustee hereunder, and the rights, powers, authority and privileges granted hereunder to the Trustee shall be exercised by such person, persons, entity or entities subject to the provisions hereof.

1. Creation of Trust. The trust hereby established may be referred to as Liberty Special Purpose Trust (the "Trust"), and so far as may be practicable the Trustee shall conduct all of the Trust's activities, execute all documents and sue or be sued under that name. The Trust shall be of the type commonly known as a Pennsylvania Business Trust and is created pursuant to, and shall exist subject to the provisions of, 15 Pennsylvania Consolidated Statutes, Chapter 95 (15 Pa. C.S.A. §§9501 et seq., as amended, hereinafter referred to as the "Pennsylvania Business Trust Act"). The Trust is created for the purpose of engaging in any lawful activity or business for which business trusts may be created under the Pennsylvania Business Trust Act, including but not limited to acquiring, holding title to, operating, buying, selling, exchanging, transferring and conveying such real and personal property as the Trustee may deem appropriate, including without limitation general partnership interests in one or more entities formed or to be formed to own, operate, develop, lease and otherwise deal with real property assets.

2. Office of Trust. The Trust shall maintain a registered office in the Commonwealth of Pennsylvania at 65 Valley Stream Parkway, Malvern, PA 19355 or at such other place in the Commonwealth of Pennsylvania as the Trustee may determine from time to time. The Trust may have such other offices or places of business within or without the Commonwealth of Pennsylvania as the Trustee may from time to time determine.

3. Beneficial Interests.

(a) The beneficial interest in the Trust shall at all times be divided into transferrable interests ("Trust Shares"). Each of the Trust Shares shall represent an equal proportionate interest in the assets and liabilities of the Trust with each other of the Trust Shares, none having priority or preferences over the other.



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(b) The total number of Trust Shares that the Trustee is authorized to issue is One Thousand (1,000).

(c) The Trust Shares shall be the personal property of the holder. Each Trust Share shall have one vote on all matters as to which the holders of Trust Shares shall have the right to vote. The ownership of Trust Shares shall be recorded on the books of the Trust. The vote of a majority of the Trust Shares shall be the action of the holders of the beneficial interest in the Trust (the "Beneficiaries").

(d) Except as otherwise directed by the Beneficiaries, the Trustee shall hold the principal of this Trust and receive the profits, income and proceeds therefrom for the benefit of the Beneficiaries, and, at such times and in such amounts as the Trustee, in his sole discretion may determine, shall distribute such profits, income and proceeds, less expenses of the Trust (collectively, "Distributions"), to the holders of Trust Shares in proportion to the number of Trust Shares held by each, with each Trust Share being treated equally.

(e) Upon creation of the Trust the sole holder of Trust Shares shall be Liberty Property Trust, a Maryland real estate investment trust, which shall be issued One Hundred (100) Trust Shares.

4. Right of Trustee to Establish Bank Accounts. The Trustee may open, maintain and, at will, close out any deposit and/or investment accounts and safe deposit boxes in any bank, trust company, savings and loan association, brokerage firm, investment company and/or other banking, lending or other financial institution; and the Trustee may deposit funds and other assets of the Trust in such financial institutions and such safe deposit boxes, and may disburse such funds on checks signed by the Trustee or by any person or persons authorized in writing by the Trustee to do so, and may withdraw such funds and other assets on instruments of withdrawal signed by the Trustee or by any person or persons authorized in writing by the Trustee to do so. Each such institution shall honor all checks and other instruments signed by such person or persons authorized by the Trustee so to sign, and permit such person or persons to have access to such safe deposit boxes; and such institutions may rely fully on the Trustee's signed authorization to do so, as filed by the Trustee with said institutions.

5. Trustees to Enjoy Broadest Possible Powers.

(a) The Trustees shall have the full, absolute and exclusive power, control and authority over the Trust Estate and over the business and affairs of the Trust to the same extent as if the Trustees were the sole owner thereof in their own right, and may do all such acts and things as in their sole judgment and discretion are necessary or desirable for or incidental to the carrying out of or conducting the business of the Trust, including, without limitation, the exclusive power, control and authority to enter into contracts, to receive title to, hold, buy, sell, exchange, encumber, transfer and convey real and personal property for the use of the Trust; and to take, receive, invest or disburse the receipts, earnings, rents, profits, or returns of the Trust. Any and all instruments executed pursuant to powers herein contained may create obligations extending over any periods of time including periods extending beyond the date of

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any possible termination of the Trust. Notwithstanding any provisions contained herein, no Trustee shall be required to take any action which will, in the opinion of such Trustee, involve such Trustee in any personal liability unless first indemnified by the Beneficiaries to his satisfaction.

(b) The Trustees may adopt by-laws (the "By-laws") containing provisions relating to the government of the Trust and the administration of its affairs, including the rights and powers of the Trustees, the officers of the Trust and the holders of Trust Shares, not inconsistent with law or this Declaration of Trust. The Trustees may make, alter or repeal the By-laws.

(c) The Trustees may appoint, elect, engage or employ officers of the Trust as they determine necessary to conduct the business affairs of the Trust, including a President and a Secretary. The Trustees may fix the compensation of the officers and Trustees. The Trustees may be salaried officers of the Trust and shall not be prohibited or restricted in any manner from receiving compensation from the Trust in any capacity by reason of their serving as Trustee.

6. Term. The Trust shall have perpetual existence unless earlier terminated by Beneficiaries holding at least two-thirds of all Trust Shares by notice in writing to the Trustee by such Beneficiaries; provided, however, that such termination shall only be effective when a certificate thereof signed and acknowledged by the Sole Trustee or by a majority of the Trustees hereunder shall be filed in the Department of State of the Commonwealth of Pennsylvania, which filing shall be made promptly upon receipt of such notice. In case of any such termination, the Trustees immediately shall transfer and convey the specific assets constituting the Trust Estate, free and discharged of any trusts but subject to any leases, mortgages, security interests, contracts or other encumbrances on the Trust Estate, to the Beneficiaries in accordance with the number of Trust Shares held by each.

7. Successor Trustees. Any Trustee hereunder may resign at any time by written instrument signed by such Trustee and delivered to the remaining Trustee or Trustees at the principal office of the Trust. Such resignation shall take effect on the date specified in such notice. A Trustee who dies, is totally disabled, adjudged incompetent, or for whom a guardian or conservator has been appointed, shall be deemed to have resigned as of the date of such death, disability adjudication or appointment. A succeeding or additional Trustee may be appointed, or any Trustee removed at any time with or without cause, by an instrument or instruments in writing signed by the Beneficiaries holding a majority of all Trust Shares; provided, however, that in each case such instrument or instruments or a certificate by any Trustee naming the Trustee or Trustees appointed or removed, and in the case of any appointment, the acceptance in writing by the Trustee or Trustees appointed, shall be filed with the Department of State of the Commonwealth of Pennsylvania. Upon the appointment of any succeeding Trustee, the title to the Trust Estate shall thereupon, and without the necessity of any conveyance, be vested in said succeeding Trustee jointly with the remaining Trustee or Trustees, if any (but any Trustee who has resigned or been removed nevertheless shall execute and deliver such documents as the remaining Trustee or Trustees shall require to evidence the conveyance of title to the Trust

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Estate). Each succeeding Trustee shall have all of the rights, powers, authority and privileges as if named as an original Trustee hereunder. No Trustee shall be required to furnish bond. This Declaration of Trust may be amended from time to time by an instrument in writing signed by the Beneficiaries entitled to a majority in interest of all Distributions and by one or more of such Trustees, provided in each case that the instrument of amendment or a certificate by any Trustee setting forth the terms of such amendment shall be filed in the Department of State of the Commonwealth of Pennsylvania.

8. Limitation of Trustee Liability to Trust and Beneficiaries. No Trustee or officer of the Trust shall be liable to the Trust or the Beneficiaries for any act, omission or error of judgment, nor for the act, omission or error of judgment of any other person or entity (including any other Trustee or officer), nor for any loss arising out of any act, omission or error of judgment, except that a Trustee or officer shall be responsible only for such person's own willful misconduct or recklessness. No license or order of court shall be requisite to the validity of any transaction entered into by the Trustee.

9. Trustees Act in Limited Capacity: Limitation of Liability of Trustee and Beneficiaries to Third Parties. In incurring any debts, liabilities or obligations or in taking or omitting any other actions for or in connection with the Trust, the Trustees are and shall be deemed to be acting solely as Trustees of the Trust and not in their own individual capacity. The personal liability of the Trustees shall be limited to the fullest extent permitted by Pennsylvania law. No Trustee shall be personally liable for any debt, claim, demand, judgment, decree, liability, penalty or obligation of any kind of manner (in tort, contract or otherwise) of, against or with respect to the Trust, arising out of any action taken or omitted for or on behalf of the Trust, and the Trust shall be solely liable therefor and resort shall be had solely to the Trust Estate for the payment or performance thereof, and, except as aforesaid, no Trustee shall be subject to any personal liability whatsoever (in tort, contract or otherwise) to any other person or entity in connection with the Trust Estate or the affairs of the Trust (or any actions taken or omitted for or on behalf of the Trust), and all such other persons or entities shall look solely to the Trust Estate for satisfaction of claims of any nature arising in connection with the Trust Estate or the affairs of the Trust (or any action taken or omitted for or on behalf of the Trust). Liability to third parties for any act, omission or obligation of a Trustee when acting in such capacity shall extend to so much of the Trust Estate as may be necessary to discharge such liability, but personal liability shall not attach to any Trustee or Beneficiary for any such act, omission or liability.

10. Indemnification. Any Trustee made a party to any action, suit or proceeding or against whom any claim, demand or liability is asserted (any such action, suit, proceeding, or assertion shall be referred to herein as a "Claim") with respect to the Trust Estate, the Trust or such Trustee's acts or omissions in such Trustee's capacity as Trustee or in any other capacity on behalf of the Trust shall be indemnified to the fullest extent permitted by Pennsylvania law and held harmless by the Trust against judgments, fines, losses, penalties, damages, awards, costs and expenses, whether in settlement or otherwise (including, without limitation, attorneys' fees and costs) incurred by such Trustee in connection with such Claim, whether or not the same proceeds to judgment or is settled or otherwise brought to a conclusion; provided, however, that no Trustee shall be so indemnified or reimbursed for any Claim which

shall have been adjudicated to have arisen out of or been based upon such Trustee's willful misconduct or recklessness. The right to indemnification provided in this paragraph shall include the right to have the expenses incurred by the Trustee in defending any such Claim paid by the Trust in advance of the final disposition of the Claim to the fullest extent permitted by Pennsylvania law; provided, however, that if Pennsylvania law continues so to require, the payment of such expenses incurred by the Trustee in advance of the final disposition of such Claim shall be made only upon delivery to the Trust of an undertaking, by or on behalf of the Trustee, to repay all amounts so advanced without interest if it shall ultimately be determined that the Trustee is not entitled to be indemnified under this paragraph or otherwise. The Trust may purchase and maintain insurance, at its expense, for the benefit of any person on behalf of whom insurance is permitted to be purchased by Pennsylvania law against any expense, liability or loss (including, without limitation, insurance to insure the foregoing indemnification obligations), whether or not the Trust would have the power to indemnify such person under Pennsylvania law.

11. Right to Competing Activities. Any Trustee may, in such Trustee's personal capacity or in the capacity of trustee, officer, director, stockholder, partner, member, advisor or employee of any other entity, have business interests and engage in business activities similar to or in addition to those relating to the Trust, which interests and activities may be similar to and competitive with those of the Trust.

12. Entity Exclusively a Business Trust. The Trust is not intended to be, shall not be deemed to be, and shall not be treated as, a limited partnership, joint venture, corporation or any other entity other than a business trust established pursuant to the Pennsylvania Business Trust Act, nor shall the Trustee or any of them for any purpose be, nor be deemed to be, nor be treated in any way whatsoever as, liable or responsible hereunder as partners or joint venturers.

13. Governing Law. This Declaration of Trust shall be governed by and construed in accordance with the laws of the Commonwealth of Pennsylvania.

14. Successors. This Declaration of Trust shall be binding upon and inure to the benefit of the undersigned Beneficiaries, Trustees and their successors, assigns, heirs, distributees and legal representatives.

15. Counterparts. This Declaration of Trust may be executed in several counterparts, each of which when so executed shall be deemed an original and such counterparts together shall constitute one and the same instrument.

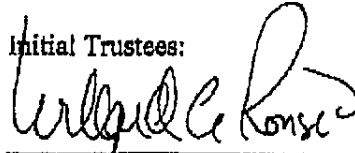
16. Severability. If any provision of this Declaration of Trust shall be held invalid or unenforceable, such invalidity or unenforceability shall apply only to such provision and shall not in any manner affect or render invalid or unenforceable any other provision of this Declaration of Trust.

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17. Gender, Etc. The term "Trustee" and "Beneficiary" when used in this Declaration of Trust shall include both the singular and the plural where the context so permits; pronouns in the masculine shall include the feminine and the neuter where the context so permits.

IN WITNESS WHEREOF, the undersigned have executed this Declaration of Trust as of the 22<sup>nd</sup> day of December, 1999.

Initial Trustees:



Willard G. Rouse III



Joseph P. Denny

Initial Beneficiary:

Liberty Property Trust

By: 

FILED

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