

F0000005171

Document Number 0

CT Corporation System  
660 East Jefferson Street  
Tallahassee, FL 32301  
Tel 850 222 1092  
Fax 850 222 7615  
Attn: Jeff Netherton

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-09/14/00--01043--016  
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-09/14/00--01043--015  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

CORPORATION(S) NAME

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
Heritage SPE Corp.  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input checked="" type="checkbox"/> CUS
		(10)
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name \_\_\_\_\_  
Availability \_\_\_\_\_  
Document \_\_\_\_\_  
Examiner \_\_\_\_\_  
Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
Acknowledgement \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

09/14/00

*Handwritten signature and date 9/14*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 SEP 14 PM 1:54

RECEIVED  
DIVISION OF CORPORATIONS  
00 SEP 14 AM 11:29  
TALLAHASSEE, FLORIDA  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

CONSENT TO USE OF NAME

The undersigned Delaware Limited Liability Companies hereby consent to the use of the name "HERITAGE SPE CORP." to do business as a foreign corporation in the State.

Dated this 11th day of September, 2000.

Heritage SPE LLC

Heritage SPE MGR LLC, *manager*

By:

*Joanne D.C. Foley*  
Joanne D.C. Foley  
Assistant Secretary of Heritage SPE Corp  
*the manager of Heritage SPE MGR LLC*  
*manager of Heritage SPE LLC*

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DIVISION OF CORPORATIONS  
00 SEP 14 PM 1:54

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00 SEP 14 PM 1:54

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO  
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

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DEPARTMENT OF  
CORPORATIONS  
00 SEP 14 PM 1:54

1. HERITAGE SPE CORP.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware

(State or country under the law of which it is incorporated)

3. Applied For

(FEI number, if applicable)

4. September 11, 2000

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. September 11, 2000

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. c/o The Corporation Trust Company, 1209 Orange Street, Wilmington, DE 19801

(Current mailing address)

8. Direct or indirect ownership of real estate

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324

(Zip code)

10. **Registered agent's acceptance:**

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

C T Corporation System

Connie Bryan

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

**A. DIRECTORS (Street address only - P.O. Box NOT acceptable)**

Chairman: See Attachment A

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS (Street address only - P.O. Box NOT acceptable)**

President: See Attachment A

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. \_\_\_\_\_

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Joanne D.C. Foley, Assistant Secretary

(Typed or printed name and capacity of person signing application)

ATTACHMENT A

The Officers of the Corporation are as follows:

OFFICERS

NAME	TITLE	RESIDENCE ADDRESS	BUSINESS ADDRESS
Thomas C. Prendergast	President	62 Jack Pine Drive Sudbury, MA 01776	535 Boylston Street Boston, MA 02116
Richard L. Trueblood	Treasurer	131 Avalon Road Waban, MA 02468	535 Boylston Street Boston, MA 02116
Gary Widett	Senior Vice President and Assistant Secretary	4 Webster Circle Sudbury, MA 01776	535 Boylston Street Boston, MA 02116
Lou Zicht	Vice President and Assistant Secretary	3 Dartmouth Drive Framingham, MA 01701	535 Boylston Street Boston, MA 02116
Patrick O'Sullivan	Vice President and Assistant Treasurer	40 Erika Lane So. Weymouth, MA 02190	535 Boylston Street Boston, MA 02116
Mark E. Robinson	Secretary	Seven Kitson Park Drive Lexington, MA 02173	150 Federal Street Boston, MA 02110
Joanne D.C. Foley	Assistant Secretary	318 Crafts Street Newton, MA 02460	150 Federal Street Boston, MA 02110

The Directors of the Corporation are as follows:

DIRECTORS

NAME	RESIDENCE ADDRESS	BUSINESS ADDRESS
Thomas C. Prendergast	62 Jack Pine Drive Sudbury, MA 01776	535 Boylston Street Boston, MA 02116
Richard L. Trueblood	131 Avalon Road Waban, MA 02468	535 Boylston Street Boston, MA 02116
Gary Widett	4 Webster Circle Sudbury, MA 01776	535 Boylston Street Boston, MA 02116
Lori Conte	400 East 58 <sup>th</sup> Street #1E New York, NY 10022	250 West 55 <sup>th</sup> Street New York, NY 10019
Mark Ferrucci	212 Mangum Drive Bear, DE 19701	1209 Orange Street Wilmington, DE 19801

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SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
00 SEP 14 PM 1:54

*State of Delaware*  
*Office of the Secretary of State*

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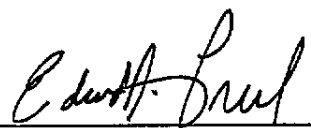
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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 SEP 14 PM 1:54

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HERITAGE SPE CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE ELEVENTH DAY OF SEPTEMBER, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



  
Edward J. Freel, Secretary of State

3286135 8300

AUTHENTICATION: 0667611

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DATE: 09-11-00