



THE UNITED STATES  
CORPORATION  
COMPANY

# F00000005455

ACCOUNT NO. : 072100000032

REFERENCE : 846322 4304950

AUTHORIZATION : *Patricia Pigeto*

COST LIMIT : \$ 70.00

FILED  
00 SEP 29 PM 1:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : September 28, 2000

ORDER TIME : 9:28 AM

ORDER NO. : 846322-005

CUSTOMER NO: 4304950

2000003409482--9

CUSTOMER: Sue M. Goyette, Paralegal  
Nutter, McClennen & Fish  
One International Pl

Boston, MA 02110-2699

FOREIGN FILINGS

NAME: MEDITRUST CORPORATION

XXXX QUALIFICATION (TYPE: CO)

RECEIVED  
00 SEP 29 AM 10:55  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds EXT 1133

*Brc*

*9/29*

## TRANSMITTAL LETTER

FILED  
00 SEP 29 PM 1:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: Meditrust Corporation  
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Neil C. Higgins, Esq.  
(Name of Person)

Nutter, McClennen & Fish, LLP  
(Firm/Company)

One International Place  
(Address)

Boston, MA 02110  
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Neil C. Higgins, Esq. at ( 617 ) 439-2382  
(Name of Person) (Area Code & Daytime Telephone Number)

### STREET ADDRESS:

Qualification/Tax Lien Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

### MAILING ADDRESS:

Qualification/Tax Lien Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- |   |  |   |   |
|---|--|---|---|
| <input type="checkbox"/> \$70.00 Filing Fee | <input type="checkbox"/> \$78.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee &<br>Certified Copy | <input type="checkbox"/> \$87.50 Filing Fee,<br>Certificate of Status &<br>Certified Copy |
|---|--|---|---|

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

00 SEP 28 PM 1:01  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, 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.*

1. Meditrust Corporation

(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. 95-3520818

(FEI number, if applicable)

4. 8/23/79

(Date of incorporation)

5. perpetual

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

6. upon filing

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

7. 197 First Avenue, Needham, MA 02494

(Current mailing address)

8. To own interests in real property

(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301  
(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.*

Corporation Service Company

By: [Signature]

(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 attached officers/directors rider

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

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

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

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

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

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

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

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

President: See attached officers/directors rider

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. Michael S. Benjamin, Vice President

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

00 SEP 29 PM 1:01  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Meditrust Corporation  
Officer/Director List**

**FILED**  
**00 SEP 29 PM 1:01**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**Directors:**

Clive D. Bode	197 First Avenue Needham, MA 02494
William C. Baker	197 First Avenue Needham, MA 02494
William G. Byrnes	197 First Avenue Needham, MA 02494
Francis W. Cash	197 First Avenue Needham, MA 02494
James P. Conn	197 First Avenue Needham, MA 02494
John C. Cushman, III	197 First Avenue Needham, MA 02494
Stephen E. Merrill	197 First Avenue Needham, MA 02494

**Officers:**

**President & CEO:**

Francis W. Cash	197 First Avenue Needham, MA 02494
-----------------	------------------------------------

**Chief Operating Officer:**

Michael F. Bushee	197 First Avenue Needham, MA 02494
-------------------	------------------------------------

**Chief Financial Officer & Treasurer:**

Laurie T. Gerber	197 First Avenue Needham, MA 02494
------------------	------------------------------------

**Senior Vice President:**

Michael S. Benjamin	197 First Avenue Needham, MA 02494
---------------------	------------------------------------

**Controller:**

John G. Demeritt	197 First Avenue Needham, MA 02494
------------------	------------------------------------

**Vice Presidents:**

Debora A. Pfaff	197 First Avenue Needham, MA 02494
Richard W. Pomroy	197 First Avenue Needham, MA 02494
Stephen C. Mecke	197 First Avenue Needham, MA 02494

**Secretary:**

John F. Schmutz	197 First Avenue Needham, MA 02494
-----------------	------------------------------------

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

---

PAGE 1

FILED  
00 SEP 29 PM 1:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MEDITRUST CORPORATION" 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 TWENTY-EIGHTH DAY OF SEPTEMBER, A.D. 2000..

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



  
\_\_\_\_\_  
Edward J. Freel, Secretary of State

0877845 8300

AUTHENTICATION: 0703441

001489719

DATE: 09-28-00