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Patricia Pizito

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TALLAHASSEE, FLORIDA

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CUSTOMER NO: 4304937

CUSTOMER: Anne T. Leland, Legal Asst
Mintz, Levin, Cohn, Ferris,
One Financial Center

Boston, MA 02111

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FOREIGN FILINGS

NAME: SOUTHERN TIER SOUTHEAST
INCORPORATED

7000004762377--5

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

BK

CONTACT PERSON: Deborah Schroder -- EXT# 1118

EXAMINER: _____

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.

1. Southern Tier Southeast Incorporated
(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 3. Applied For Not Yet Received
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. December 17, 2001 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 5201 North Dixie Highway, Oakland Park, Florida
(Principal office address)
c/o Northland Investment Corporation, 2150 Washington St. Newton, MA 02462
(Current mailing address)
Act as General Partner of Limited Partnership
8. _____
(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
(City) (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

Brian Courtney
Asst. V. Pres.

(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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

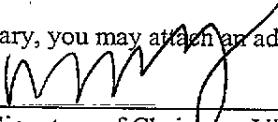
Secretary: _____

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. Robert S. Gatof, President

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

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SOUTHERN TIER SOUTHEAST INCORPORATED

LIST OF OFFICES AND DIRECTORS

Title	Name	Business Address
Chairman and Chief Executive Officer	Lawrence R. Gottesdiener	2150 Washington St. Newton, MA 02462
President	Robert S. Gatof	2150 Washington St. Newton, MA 02462
Treasurer	Robert S. Gatof	2150 Washington St. Newton, MA 02462
Secretary	Steven P. Rosenthal	One Financial Center Boston, MA 02111
Assistant Secretary	Suzanne Abair	One Financial Center Boston, MA 02111
Directors:		
	Lawrence R. Gottesdiener	2150 Washington St. Newton, MA 02462
	Robert S. Gatof	2150 Washington St. Newton, MA 02462

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SOUTHERN TIER SOUTHEAST INCORPORATED" 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 FOURTH DAY OF JANUARY, A.D. 2002.

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

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2002 JAN -9 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1541039

DATE: 01-04-02