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To:
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From:
Account Name : CORPORATION SERVICE COMPANY /AZ14
Account Number : I20000000195
Phone : (850) 521-1000
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TALLAHASSEE, FLORIDA

FOREIGN PROFIT QUALIFICATION

WINTHROP LONG TERM FUNDING, INC.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 04 |
| Estimated Charge | \$70.00 |

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10-10-03

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. Winthrop Long Term Funding, Inc.
(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. Massachusetts 3. 04-2965368
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 5/27/87 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. 7 Bulfinch Place, Suite 500 P.O. Box 2507 Boston, MA 02114-2507
(Principal office address)
- Same
(Current mailing address)
8. To act as a general partner of a limited partnership owning property in Florida
(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 Nava Street
Tallahassee Florida 32303
(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

Lynette Coleman
(Registered agent's signature)

Lynette Coleman
as its agent

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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Michael L. AshnerAddress: 7 Bulfinch Place, Suite 500, Boston, MA 02114

Director: _____

Address: _____

B. OFFICERS

President: Michael L. AshnerAddress: 7 Bulfinch Place, Suite 500, Boston, MA 02114Vice President: Peter BravermanAddress: 7 Bulfinch Place, Suite 500, Boston, MA 02114Secretary: Carolyn TiffanyAddress: 7 Bulfinch Place, Suite 500, Boston, MA 02114Treasurer: Tom StaplesAddress: 7 Bulfinch Place, Suite 500, Boston, MA 02114

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 L. Ashner, President

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

03 OCT 10 PM 2:06
SECRETARY OF COMMERCE
FALL RIVER, MASSACHUSETTSAPPROVED
AND
FILED



William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts
Secretary of the Commonwealth
State House, Boston, Massachusetts 02133

October 8, 2003

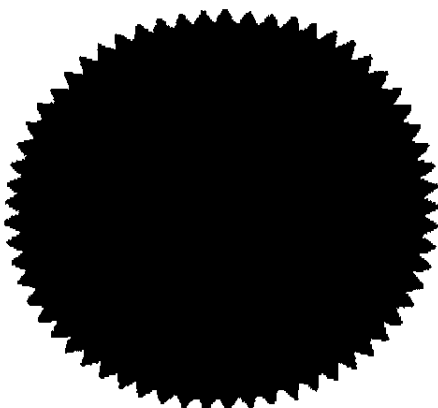
TO WHOM IT MAY CONCERN:

I hereby certify that according to the records of this office,

WINTHROP LONG TERM FUNDING, INC.

is a domestic corporation organized on May 27, 1987, under the General Laws of the Commonwealth of Massachusetts.

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156B section 101 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



In testimony of which,
I have hereunto affixed the
Great Seal of the Commonwealth
on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

*MGL Chapter 156B Section 83A provides that certain consolidations and mergers may be filed with the division within thirty days after the effective date of the merger or consolidation.