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Division of Corporations
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TALLAHASSEE, FLORIDA

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FOREIGN PROFIT QUALIFICATION

Hillsborough Ranch Corp.

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

FILED

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.

NOV 22 A 10: 23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Hillshorough Ranch 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. _____
(FEI number, if applicable)
4. _____
(Date of incorporation)
5. Perpetual
(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. 665 Simonds Rd., Williamstown, MA 01267
(Principal office address)
665 Simonds Rd., Williamstown, MA 01267
(Current mailing address)
8. Real Estate Investment
(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
(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.

By: Salvina Amenta-Gray
(Registered agent's signature)

SALVINA AMENTA-GRAY
SPECIAL ASSISTANT SECRETARY

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: Harry E. PattenAddress: 665 Simonds Rd., Williamstown, MA 01267

Vice Chairman: _____

Address: _____

Director: Michael T. EmmonsAddress: 665 Simonds Rd., Williamstown, MA 01267

Director: _____

Address: _____

B. OFFICERS

President: Harry S. PattenAddress: 665 Simonds Rd., Williamstown, MA 01267Vice President: Alan MurrayMichael T. EmmonsAddress: 665 Simonds Rd., Williamstown, MA 01267665 Simonds Rd., Williamstown, MA 01267Secretary: Paula A. McCarthyAddress: 665 Simonds Rd., Williamstown, MA 01267Treasurer: Timothy SmithAddress: 665 Simonds Rd., Williamstown, MA 01267

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

13. Paula A. McCarthy, Secy.

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

14. Paula A. McCarthy, Secy

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Delaware

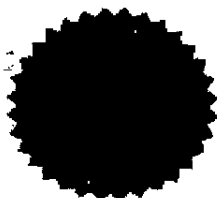
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HILLSBOROUGH RANCH 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 NINETEENTH DAY OF NOVEMBER, A.D. 2004.

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040831326

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3489931

DATE: 11-19-04