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THE BERKSHIRE GROUP

VIA FEDERAL EXPRESS

RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Division of Corporations
Secretary of State
409 East Gaines Street
Tallahassee, FL 32399

RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
MAY 17 11:11:03

Re: Qualification of Foreign Corporations and Limited Partnerships

Dear Sir or Madam:

Enclosed please find:

1. two original Applications by Foreign Corporation for Authorization to Transact Business in Florida for each of the following corporations (one to be filed and one to be filed-stamped):

- a. BRI Altamonte-II, Inc.
- b. BRI Newport-II, Inc.
- c. BRI Plantation Colony-II, Inc.
- d. BRI Park Colony-Woodland-II, Inc.

I will need a Certificate of Good Standing for each of the above corporations.

2. a check in the amount of \$315 to cover item one above;

3. two original Applications for Registration as a Foreign Limited Partnership with Affidavit of Capital Contributions for each of the following limited partnerships (one to be filed and one to be filed-stamped):

- a. BRI Altamonte Limited Partnership
- b. BRI Newport Limited Partnership
- c. BRI Plantation Colony Limited Partnership
- d. BRI Park Colony-Woodland Limited Partnership
- e. BRI OP Limited Partnership

I will also need a Certificate of Good Standing for each of the above limited partnerships;

Harbor Plaza, 470 Atlantic Avenue
Boston, Massachusetts 02210
Telephone: (617) 425-2255

Division of Corporations
March 15, 1995
Page Two

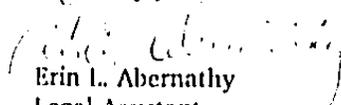
Please note that the corporation filings must be done prior to the limited partnership filings as the corporations are the general partners of the limited partnerships.

4. a check in the amount of \$456.25 to cover item 3 above.
5. two Federal Express envelopes for the return of the Certificates of Good Standing, the filed-stamped documents and any other evidence of filing.

In regarding to BRI Altamonte Limited Partnership and BRI Newport Limited Partnership, conflicting with the existing corporations BRI Altamonte, Inc. and BRI Newport, Inc. these entities are affiliated and the existing corporations will be merged out of existence on or about March 31, 1995. Gretchen, a supervisor in your office, tells me that for these reasons the limited partnerships' names will be accepted.

Should there be a problem with the filing of any of these documents, please contact me immediately, toll free, at 800/662-5787. Thank you.

Very truly yours,


Erin L. Abernathy
Legal Assistant

EIA/mw
Enclosures
cc: Scott D. Spelfogel, Esq. (without enclosures)

RECEIVED
MAR 17 1995
CORPORATIONS
DIVISION

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. BRI Allamonte-II, 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. Delaware

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

3. Applied for

(FEI number, if applicable)

4. March 10, 1995

(Date of Incorporation)

5. perpetual

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

6. upon filing of this document

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

7. c/o The Berkshire Group

470 Atlantic Avenue

Boston, MA 02210; Attn: Legal Department

(Current mailing address)

8. The purpose is to acquire, develop, improve, hold, lease, or operate real property or interests therein, including mortgage loan investments, to sell or dispose of real property or interests therein; and to engage in any lawful acts allowed under law.

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

9. Name and street address of Florida registered agent:

The Prentice-Hall Corporation

Name: System, Inc.

Office Address: 1201 Hays Street, Suite 105

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.

The Prentice-Hall Corporation System, Inc.

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:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Laurence Gerber

Address: c/o The Berkshire Group
470 Atlantic Avenue

Boston, MA 02210; Attn: Legal Dept.

Director: E. Robert Roskind

Address: The LCP Group
355 Lexington Avenue

New York, NY 10017

B. OFFICERS

President: Laurence Gerber

Address: c/o The Berkshire Group

470 Atlantic Avenue
Boston, MA 02210; Attn: Legal Dept.

Vice President: David F. Marshall

Address: c/o The Berkshire Group
470 Atlantic Avenue

Boston, MA 02210; Attn: Legal Dept.

Secretary: David Moskowitz

Address: c/o The Berkshire Group
470 Atlantic Avenue

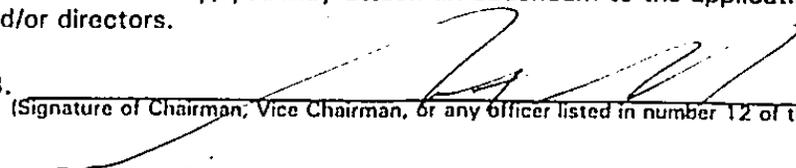
Boston, MA 02210; Attn: Legal Dept.

Treasurer: David F. Marshall

Address: c/o The Berkshire Group
470 Atlantic Avenue

Boston, MA 02210; Attn: Legal Dept.

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. Scott D. Spelfogel, Assistant Secretary
(Typed or printed name and capacity of person signing application)

ADDENDUM

12. Names and addresses of officer and/or directors (continued):

A. Directors

Director: Linda Baum Goldman
1046 Highland Avenue
Needham, MA 02194

B. Officers

Chairman of the Board: George Krupp
c/o The Berkshire Group
470 Atlantic Avenue
Boston, MA 02210

Assistant Secretary: Scott D. Spalfogel
c/o The Berkshire Group
470 Atlantic Avenue
Boston, MA 02210

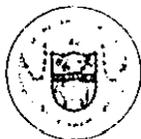
Assistant Treasurer: Marianne Pritchard
c/o The Berkshire Group
470 Atlantic Avenue
Boston, MA 02210

SECRET
FILED
APR 17 1978
FBI - BOSTON

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BRI ALTAMONTE-LL, INC." 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 THIRTEENTH DAY OF MARCH, A.D. 1995.

REC'D
SECRETARY OF STATE
MARCH 17 11:00 AM '95



Edward J. Freel

Edward J. Freel, Secretary of State

2488257 8300
950054519

AUTHENTICATION 7025881
DATE 03-13-95