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April 21, 1995

A.M. LANE (RETIRED)

IN REPLY REFER TO:

Lakeland

Division of Corporations
Florida Secretary of State
409 East Gaines Street
Tallahassee, Florida 32301

800001468348
-04/28/95--01058--013
*****35.00 *****35.00

VIA FEDERAL EXPRESS

Re: Springbrook Commons, Ltd.

Gentlemen:

W95-8752

800001468348
-04/28/95--01058--014
*****35.00 *****35.00

In regards to the above-referenced limited partnership, attached are the following documents:

1. Application by Foreign Corporation for Authorization to Transact Business in Florida relating to GHG Springbrook, Inc., a Massachusetts corporation and a general partner of Springbrook Commons, Ltd. Also attached is our firm's check in the amount of \$35.00 representing the fee for filing an Application for a Certificate of Authority.

2. Amended and Restated Certificate of Limited Partnership of Springbrook Commons, Ltd. Please file the Amended and Restated Certificate of Limited Partnership and provide a certified copy to the undersigned. Attached is our firm's check in the amount of \$170.00, representing the filing fee of \$52.50, the fee for a certified copy of \$52.50, and the fee for designating a Registered Agent of \$35.00.

If there are any questions concerning these documents I would appreciate your telephoning me collect at (813)284-2208.

Thanking you for your assistance in this matter, I am

Yours very truly,

John A. Attaway, Jr.

JAA/lw
Enclosure(s)
cc: Mr. Marc S. Plonskier
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DIVISION OF CORPORATIONS

**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. GHG Springbrook, Inc.
(Name of corporation: the word "INCORPORATED," "COMPANY," or "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. Commonwealth of Massachusetts
(State or country under the law of which it is incorporated)
3. 2/23/95 4. perpetual
(Date of Incorporation) (Duration)
5. _____
(Federal Employer Identification number, if applicable)
6. upon qualification
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)
7. c/o The Gatehouse Group, 313 Congress Street, Boston, MA 02210
(Current mailing address)
8. To purchase, acquire, invest in, operate, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of real property of all
(Brief description of the nature of the business in which it is engaged in the state of Florida) kinds

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: _____
Address: _____

Vice Chairman: _____
Address: _____

Director: Marc S. Plonskier
Address: 200 Highland Ave.
Newton, MA 02165

Director: David J. Canepari
Address: 590 Indian Avenue
Middletown, RI 02842

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9. Officers:

President: Marc S. Plonskier

Address: 200 Highland Ave.

Newton, MA 02165

Assistant Vice President: Dean E. Harrison

Address: 60 Brook Haven Drive, Apt. 3B

Attleborough, MA 02703

Secretary: Marc S. Plonskier

Address: as above

Treasurer: Timothy M. Donovan

Address: 26 Finnegan Way

Newburyport, MA 01950

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: John A. Attaway, Jr., Esquire

Office Address: Lane, Frohn, Clarke, Bertrand, Vreeland, & Jacobsen, P.A.

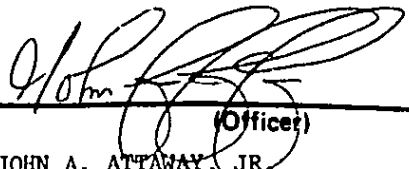
One Lake Morton Dr., Lakeland **Florida** 33802-0003

Zip Code

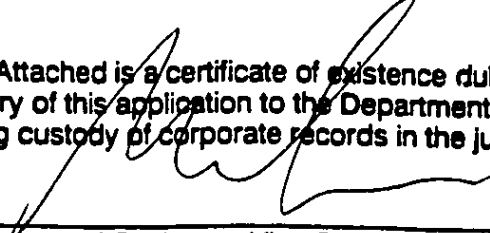
11. Registered agent's acceptance:

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.

Registered agent's signature:


(Officer)
JOHN A. ATTAWAY, JR.
(Type Name and Title of Officer)

12. 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.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. President
(Name and capacity of person signing application)



William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02183

April 14, 1995

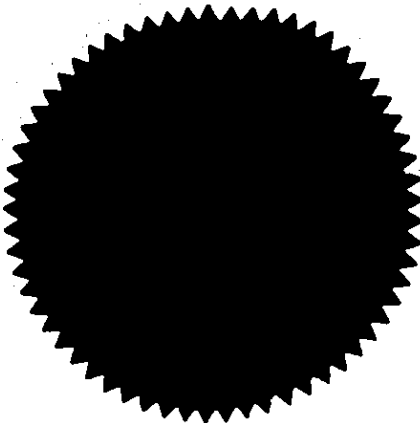
TO WHOM IT MAY CONCERN:

I hereby certify that according to the records of this office

GHG Springbrook, Inc.

is a domestic corporation organized on **February 23, 1993**, 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 corporations 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

* This certificate is not a tax clearance. Certificates certifying that all taxes due and payable by the corporation have been paid or provided for are issued by the Department of Revenue.

JBM

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