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A. H. LANE (RETIRED)

IN REPLY REFER TO:
 Lakeland

October 5, 1995

Division of Corporations
 Florida Secretary of State
 Post Office Box 6327
 Tallahassee, Florida 32314

W95-20371

Re: GHG Fowler, Inc., a Massachusetts corporation

400001609464
 -10/12/95--01085--006
 *****70.00 *****70.00

Gentlemen:

In regards to the above-referenced foreign corporation, attached are the following documents:

1. Application by Foreign Corporation for Authorization to Transact Business in Florida, in duplicate, together with our firm's check in the amount of \$70.00 representing the fee of \$35.00 for filing the Application and the fee of \$35.00 for designating a Registered Agent.
2. Certificate of Limited Partnership of Cherrybrook Hill Limited Partnership together with Certificate of Good Standing of GHG Fowler, Inc. from the Commonwealth of Massachusetts. Please file the Certificate of Limited Partnership and provide a certified copy to me. Attached is this firm's check in the amount of \$170.00, representing the filing fee of \$52.50, the fee of \$52.50 for a certified copy, and the fee of \$35.00 for designating a Registered Agent.

If there are any questions concerning these documents please contact me immediately by collect call 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
 JAWPJAAILTRICLERKSECSTATE.F2

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**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 Fowler, 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. Massachusetts

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

3. 9/22/95

(Date of Incorporation)

4. perpetual

(Duration)

5. applied for

(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. 313 Congress Street, Boston, MA 02210

(Current mailing address)

8. own, manage, develop, redevelop real estate; act as a partner of
(Brief description of the nature of the business in which it is engaged in the state of Florida) ^{partner-}
ships

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Marc S. Plonskier

Address: 313 Congress Street
Boston, MA 02210

Director: David J. Canepari

Address: 313 Congress Street
Boston, MA 02210

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Officers:

President: Marc S. Plonskier

Address: as on previous page

Exec. Vice President: David J. Canepari

Address: as on previous page

Secretary: Marc S. Plonskier

Address: as on previous page

Treasurer: Timothy M. Donovan

Address: 313 Congress Street

Boston, MA 02210

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DIVISION OF CORPORATIONS
95 OCT 18 AM 8 43

(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:

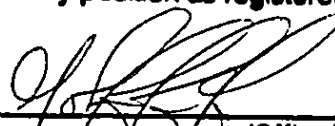
Name: John A. Attaway, Esq.,

Office Address: c/o Lane, Trohn, Clarke, Bertrand, Vreeland & Jacobsen
One Lake Morton Drive ,Florida 33802-0003 P.A.
Lakeland, 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., Registered Agent
(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. Marc S. Plonskier 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 02133

September 27, 1995

TO WHOM IT MAY CONCERN:

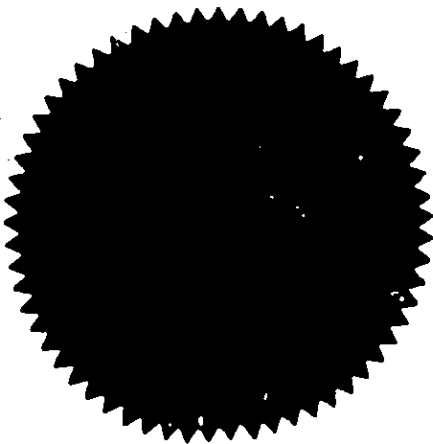
I hereby certify that according to the records of this office

GHG Fowler, Inc.

is a domestic corporation organized on **September 22, 1995**, 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 dissolutions; 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.

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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 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.

NEM