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 ROBERT G. STOKES
 JANET M. STUART
 JONATHAN B. TROHN
 ROBERT L. TROHN
 JOHN K. VREELAND

A.H. LANE (RETIRED)
 IN REPLY REFER TO:
 Lakeland

December 22, 1995

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

VIA FEDERAL EXPRESS

600001688266
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 *****122.50 *****122.50

Re: GHG Crossings, Inc. and Indian Run Limited Partnership

Gentlemen:

In regards to the above-referenced entities, attached are the following documents (in duplicate):

1. Application by Foreign Corporation for Authorization to Transact Business in Florida for GHG Crossings, Inc. -

Filing Fee	\$ 35.00
Certified Copy Fee	52.50
Registered Agent Fee	35.00
2. Certificate of Limited Partnership for Indian Run Limited Partnership -

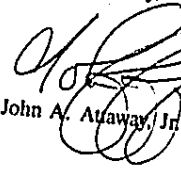
Filing Fee	\$ 52.50
Certified Copy Fee	52.50
Registered Agent Fee	35.00
Total	\$262.50

181-5

After filing, please return certified copies of both documents to the undersigned. 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. Ataway, Jr.

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 96 JAN -5 PM 4:39

JAA/lw
 Enclosure(s)
 cc: Marc S. Plonskier (Via Fax)
 J:\WP\AA\LTR\CLERK\SECSTATE.GHG



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 28, 1995

JOHN A. ATTAWAY, JR.
LANE, TROHN, CLARKE, BERTRAND ET. AL.
1 LAKE MORTON DR
LAKELAND, FL 33802-0003

SUBJECT: GHG CROSSINGS, INC.
Ref. Number: W95000025113

We have received your document for GHG CROSSINGS, INC. and your check(s) totaling \$262.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6094.

Doug Dickinson
Document Specialist

Letter Number: 195A00055638

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
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 Crossings, 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

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

3. APPLIED FOR 11-21-95
Pending
(FEI number, if applicable)

4. November 16, 1995

(Date of incorporation)

5. Perpetual

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

6. Upon Qualification

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. c/o The Gatehouse Group, Inc., 313 Congress Street

Boston, MA 02210

(Current mailing address)

8. Real Estate Acquisition, Development and Management

(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:

Name: John A. Attaway, Jr., Esquire

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

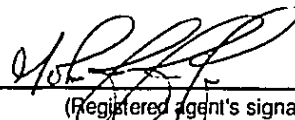
One Lake Morton Drive

Lakeland, Florida, 33802-0003

(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.


(Registered agent's signature) (Officer)

John A. Attaway, Jr.

(Type Name and Title of Officer)

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DIVISION OF CORPORATIONS
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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~~ President: Marc S. Plonskier
c/o The Gatehouse Group, Inc.
Address: 313 Congress Street, Boston, MA 02210

~~Vice Chairman~~ Ex. V.P.: David J. Canepari
c/o The Gatehouse Group, Inc.
Address: 313 Congress Street, Boston, MA 02210

Director: Marc S. Plonskier
Address: See Above

Director: David J. Canepari
Address: See Above

B. OFFICERS

President: Marc S. Plonskier, President and Clerk
Address: c/o The Gatehouse Group, Inc. 313 Congress Street
Boston, MA 02210

Vice President: David J. Canepari
Address: c/o The Gatehouse Group, Inc., 313 Congress Street
Boston, MA 02210

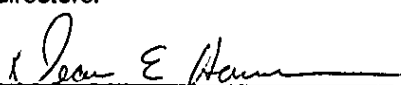
Asst. V.P. xx ~~Secretary~~: Dean E. Harrison
Address: c/o The Gatehouse Group, Inc.
313 Congress Street, Boston, MA 02210-1832

Asst. Clerk: Sarita D. Neufeld
c/o The Gatehouse Group, Inc.
313 Congress Street
Boston, MA 02210-1832

Treasurer: Timothy N. Donovan

Address: c/o The Gatehouse Group, Inc., 313 Congress Street
Boston, MA 02210

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. Dean E. Harrison, Assistant Vice President
(Typed or printed 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 02188

December 19, 1995

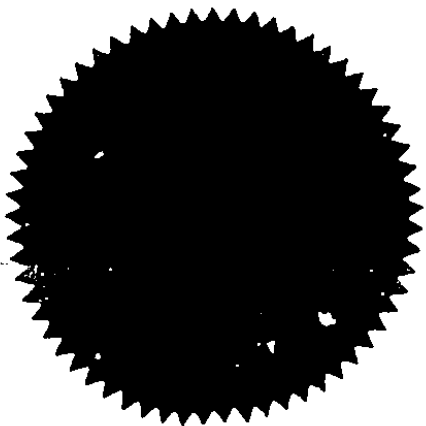
TO WHOM IT MAY CONCERN:

I hereby certify that according to the records of this office

GHG Crossings, Inc.

is a domestic corporation organized on **November 16, 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.



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

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* 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.

JBM