

Document Number

F96000006667

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

200002033842--0

-12/19/96--01051--026

*****70.00 *****70.00

Meditrust Acquisition Corporation III

☒ Profit

☒ NonProfit

☐ Limited Liability Co.

☒ Foreign

☐ Amendment

☐ Merger

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other UCC Filing

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Fic. Name

☐ Certified Copy

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12-19

#12119

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 19 PM 1:45

CR2E031 (1-89)

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. Meditrust Acquisition Corporation III
(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. 04-3010239
(FEI number, if applicable)
4. May 18, 1988
(Date of incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification to transact business in Florida
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))
7. 197 First Avenue
Needham, MA 02194
(Current mailing address)
8. real estate investment.
(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: CT Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(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.

Carrie Ryan
(Registered agent's signature) (Officer)

CORINNE ERYAN
SPECIAL ASSISTANT SECRETARY

(True Name and Title of Officer)

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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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: David F. Benson

Address: 197 First Avenue

Needham, MA 02194

Director: _____

Address: _____

B. OFFICERS

President: David F. Benson

Address: 197 First Avenue

Needham, MA 02194

Sr. Vice President: Michael F. Bushee

Address: 197 First Avenue

Needham, MA 02194

Sr. Vice President
and Secretary: Michael S. Benjamin

Address: 197 First Avenue

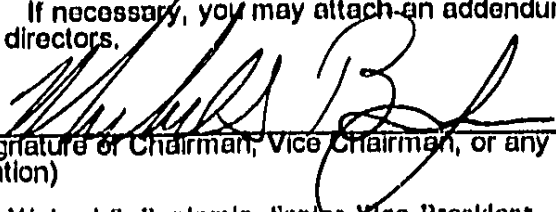
Needham, MA 02194

Treasurer: David P. Benson

Address: 197 First Avenue

Needham, MA 02194

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. Michael S. Benjamin, Senior Vice President
(Typed or printed name and capacity of person signing application)

CONSENT TO USE OF NAME

In connection with the application of Meditrust Acquisition Corporation III to transact business in Florida, the undersigned hereby consent to the use of the name "Meditrust."

**MEDITRUST
MEDITRUST OF FLORIDA, INC.
MEDITRUST ACQUISITION CORPORATION I**

By 

Michael S. Benjamin
Senior Vice President

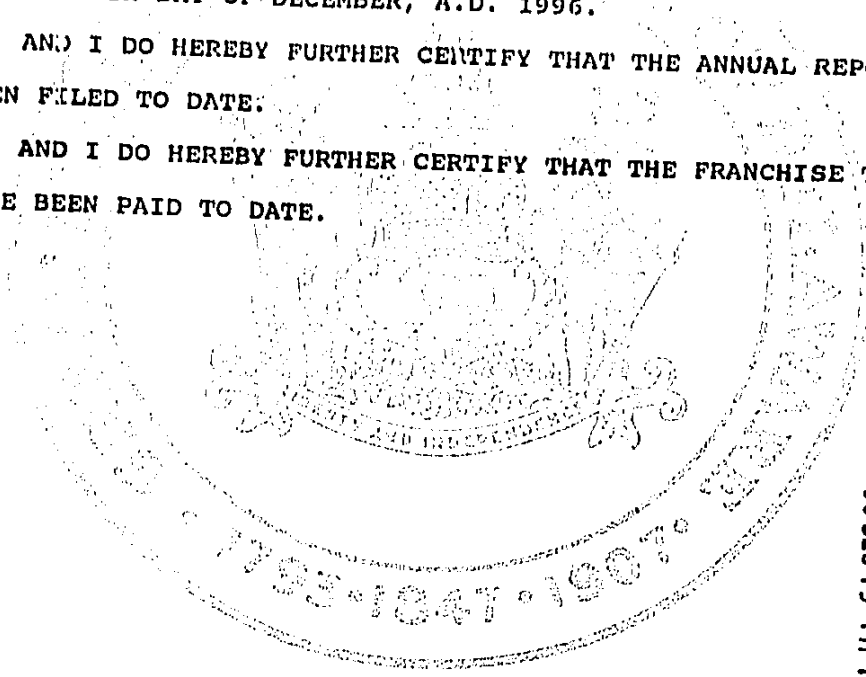
State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MEDITRUST ACQUISITION CORPORATION III" 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 SEVENTEENTH DAY OF DECEMBER, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 19 PM 1:45



Edward J. Freel
Edward J. Freel, Secretary of State

2161071 8300
960371635

AUTHENTICATION: 8245052
DATE: 12-17-96



F96 000006667

ACCOUNT NO. : 072100000032
REFERENCE : 264636 3419226
AUTHORIZATION : Patricia Pizutto
COST LIMIT : \$ 35

ORDER DATE : February 19, 1997

ORDER TIME : 9:32 AM

ORDER NO. : 264636-060

CUSTOMER NO: 3419226

600002111416--4

CUSTOMER: Joseph M. Centrofanti, Esq
Nutter, McClennen & Fish
One International Place

Boston, MA 021102699

CHANGE OF AGENT

NAME: MEDITRUST ACQUISITION
CORPORATION III

FILED
97 MAR 12 PM 2:00
TALLAHASSEE, FLORIDA

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CONTACT PERSON: Christopher Smith

M. HENDRICKS MAR 12 1997

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97 MAR 12 AM 10:51
TALLAHASSEE, FLORIDA

Florida Department of State, Jim Smith, Secretary of State

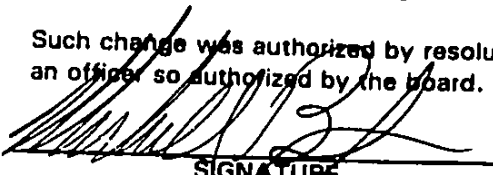
**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508,
Florida Statutes, the undersigned corporation organized under the laws of the State of
DELAWARE submits the following statement in order to change its registered office
or registered agent, or both, in the State Florida.

- 1a. The name of the corporation is: MEDITRUST ACQUISITION CORPORATION IN
- 1b. Date of Incorporation: 12/19/96 Document number 97MAR12 PM 2:00
2. The name and address of the current registered agent and office:
C T CORPORATION SYSTEM
1200 SO. PINE ISLAND DRIVE PLANTATION FL 33324
3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)
CORPORATION SERVICE COMPANY
1201 Hays Street, Tallahassee, Florida 32301

The street address of its registered agent and the street address of the business office
of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by
an officer so authorized by the board.


SIGNATURE
3-3-97
DATE

MICHAEL S. BENJAMIN, ESQ.
SENIOR VICE PRESIDENT
Typed or printed name and title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED
IN THIS CERTIFICATE, 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 COM-
PLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT
THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

CORPORATION SERVICE COMPANY
SIGNATURE By: Vicki Schreiber
ASST. VICE PRESIDENT
DATE 3/11/97