

F97000005789



ACCOUNT NO. : 072100000032

REFERENCE : 600299 4304950

AUTHORIZATION :

Patricia Pizutto

COST LIMIT : \$ 35.00

ORDER DATE : November 13, 1997

ORDER TIME : 11:52 AM

ORDER NO. : 600299-010

CUSTOMER NO: 4304950

CUSTOMER: Ms. Amy Bannes  
Nutter, McClennen & Fish  
One International Pl

300002352263--1

Boston, MA 021102699

FOREIGN FILINGS

NAME: SANTA ANITA REALTY  
ENTERPRISES, INC.

XX PROFIT  
       NON-PROFIT

XX CORPORATE  
       LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

DIVISION OF CORPORATIONS

97 NOV 18 PM 1:31

RECEIVED

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 NOV 18 PM 2:31

NIC Amend.  
SF 12/8/97



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

November 19, 1997

CSC

Attn: Deborah Schroeder  
Tallahassee, FL

SUBJECT: SANTA ANITA REALTY ENTERPRISES, INC.  
Ref. Number: F97000005789

**RECEIVED**  
Please give original  
to the filer by the date.

We have received your document for SANTA ANITA REALTY ENTERPRISES, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

The name MEDITRUST CORPORATION is not available in Florida as we have on record a New York corporation by the name of MEDITRUST OF FLORIDA, INC., #F94000005427. If these two entities are affiliated or are subsidiary companies, please indicate so and the name MEDITRUST CORPORATION can then be used. If the entities are not affiliated, SANTA ANITA REALTY ENTERPRISES, INC. can change its name to MEDITRUST CORPORATION but must also adopt an alternate name for use in Florida by filing a copy of a resolution of its board of directors adopting an alternate name. This alternate name must be available and contain the acceptable suffix. The resolution should be signed by the chairman or vice chairman of the board or an officer.

When the amendment is resubmitted, the name and capacity of the person signing the document should be noted beneath or opposite the signature.

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 (850) 487-6901.

Susan Payne  
Senior Section Administrator

Letter Number: 497A00055526

RECEIVED  
97 DEC -8 AM 10:50

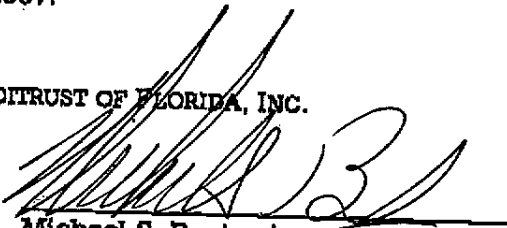
**CONSENT TO USE OF A NAME**

Meditrust of Florida, Inc., a corporation organized under the laws of the State of New York and doing business in the State of Florida as "Meditrust of Florida, Inc." hereby consents to Santa Anita Realty Enterprises, Inc., a corporation organized under the laws of Delaware and doing business in the State of Florida, changing its name to "Meditrust Corporation" in the State of Florida.

Meditrust of Florida, Inc. is a wholly owned subsidiary of Meditrust Corporation.

IN WITNESS WHEREOF, the said corporations have caused this consent to be executed this 3 day of December, 1997.

MEDITRUST OF FLORIDA, INC.

By:   
Michael S. Benjamin  
Senior Vice President and Secretary

MEDITRUST CORPORATION

By:   
Michael S. Benjamin  
Senior Vice President and Secretary

**APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO  
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN  
FLORIDA**

**SECTION I (1-3 must be completed)**

1. Santa Anita Realty Enterprises, Inc.  
Name of corporation as it appears within the records of the Department of State.
2. Incorporated under laws of: Delaware
3. Date authorized to do business in Florida: 11/3/97

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
NOV 18 PM 2:31

**SECTION II (4-7 complete only the applicable changes)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

11/5/97


5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

Meditrust Corporation

6. If the amendment changes the period of duration, indicate new period of duration.

No Change

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

  
\_\_\_\_\_  
Signature  
Name and Title

11/12/97

\_\_\_\_\_  
Date

*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 THE CERTIFICATE OF MERGER, WHICH MERGES:

"MEDITRUST", A MASSACHUSETTS BUSINESS TRUST,  
WITH AND INTO "SANTA ANITA REALTY ENTERPRISES, INC." UNDER  
THE NAME OF "MEDITRUST CORPORATION", A CORPORATION ORGANIZED AND  
EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WAS RECEIVED  
AND FILED IN THIS OFFICE THE FIFTH DAY OF NOVEMBER, A.D. 1997,  
AT 12:32 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID  
CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF  
DELAWARE.



*Edward J. Freel*

Edward J. Freel, Secretary of State

0877845 8330

971388083

AUTHENTICATION: 8756841

DATE: 11-14-97