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CT CORPORATION SYSTEM

Requestor's Name  
 660 East Jefferson Street  
 Address  
 Tallahassee, FL 32301 222-1092  
 City State Zip Phone

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 -12/15/97--01003--003  
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CORPORATION(S) NAME

*Gatehouse Properties, Inc.*

*W*  
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| <input type="checkbox"/> Limited Liability Co. | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other use of R...  |
| <input checked="" type="checkbox"/> Foreign    | <input type="checkbox"/> Reservation            | <input type="checkbox"/> Change of R...     |
| <input type="checkbox"/> Limited Partnership   | <input type="checkbox"/> Photo Copies           | <input type="checkbox"/> Fic. Name          |
| <input type="checkbox"/> Reinstatement         | <input type="checkbox"/> Call if Problem        | <input type="checkbox"/> CUS                |
| <input type="checkbox"/> Certified Copy        | <input type="checkbox"/> Call When Ready        | <input type="checkbox"/> After 4:30         |
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# APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

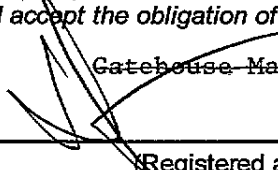
**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE  
STATE OF FLORIDA:**

1. Gatehouse Properties, 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. Rhode Island (State or country under the law of which it is incorporated)
3. 05-0432844 (FEI number, if applicable)
  
4. August 19, 1987 (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. 313 Congress Street, Boston, Massachusetts 02210  
  
(Current mailing address)
  
8. see attached purpose clause  
(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: David J. Canepari, c/o Brian McDonough, Esq.  
Stearns, Weaver, Miller, Wessler, Alhadff & Citterson, P.A.  
Office Address: 150 West Flagler Street, Suite 2200  
Miami Beach, Florida, 33130  
(Zip Code)

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**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.*

~~Gatehouse Management, Inc.~~

  
 \_\_\_\_\_  
 (Registered agent's signature) (Officer)

David J. Canepari, President  
 \_\_\_\_\_  
 (Type Name and Title of Officer)

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: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

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B. OFFICERS

President: David J. Canepari

Address: 313 Congress Street  
Boston, Massachusetts 02210

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Secretary: David J. Canepari

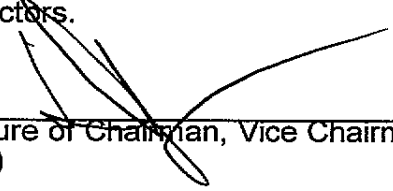
Address: 313 Congress Street  
Boston, Massachusetts 02210

Treasurer: David J. Canepari

Address: 313 Congress Street

Boston, Massachusetts 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. David J. Canepari, President  
(Typed or printed name and capacity of person signing application)

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Appendix to Florida  
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Purpose Clause of  
Gatehouse Properties, Inc.**

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To generally conduct and engage in the real estate development business; to take, lease, purchase or otherwise acquire, and to own, use, hold, sell, convey, exchange, lease, mortgage, work, improve, develop, divide, plan, colonize, and otherwise handle, deal in, and dispose of real estate, real property, and any interest or right therein; to conduct a general real estate agency and brokerage business, including the renting, supervision and managing of real estate; to act as agent, broker or attorney-in-fact for any person, firm or corporation in buying, selling and dealing in real estate and any interest or estates therein; and to do and transact all acts, business and things incident to or relating to the purposes herein stated.

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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS  
Office of the Secretary of State

James R. Langevin, Secretary of State

The Office of the Secretary of the State of Rhode Island and Providence  
Plantations, HEREBY CERTIFIES, that

**GATEHOUSE PROPERTIES, INC.**

a Rhode Island corporation, filed original articles of incorporation in this  
office on the nineteenth day of August A.D., 1987; and

IT IS FURTHER CERTIFIED that said corporation is now of record and in  
good standing in this office.

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SIGNED AND SEALED this ninth  
day of December A.D., 1997.

*James R. Langevin*

Secretary of State

BY *Jeanne-Marie Dumais*

Duly Authorized Agent  
Secretary of State  
Corporations Division

