

E98000000109



ACCOUNT NO. : 072100000032

REFERENCE : 658713 5010161

AUTHORIZATION

Patricia Poynt

COST LIMIT : \$ 70.00

ORDER DATE : January 6, 1998

ORDER TIME : 10:07 AM

ORDER NO. : 658713-005

CUSTOMER NO: 5010161

300002393783--9

CUSTOMER: Allison Forrester, Legal Asst
Post & Heymann
100 Jericho Quadrangle
Suite 214
Jericho, NY 11753

FOREIGN FILINGS

NAME: MARLBORO LAND COMPANY, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

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1/8
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN -8 PM12:13
98 JAN -8 AM11:35
RECEIVED
DIVISION OF CORPORATION

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

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

1. Marlboro Land Company, 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. 04-2660408
(FEI number, if applicable)
4. 11/27/78
(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 817.155, F.S.))
7. c/o First Winthrop Corp. Five Cambridge Center 9th Floor
Cambridge, MA 02142
(Current mailing address)
8. To Own Real Estate and other activities permitted by law.
(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: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(Zip Code)

10. 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.

Corporation Service Company

By: Vicki Schreier, asst. V.P.
(Registered agent's signature)

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: (Street address **ONLY**- P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only- P.O. Box NOT acceptable)

Chairman: ***** SEE ATTACHED SHEET *****

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P.O. Box NOT acceptable)

President: ****SEE ATTACHED SHEET*****

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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 Ashner CFO
(Typed or printed name and capacity of person signing application)

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MARLBORO LAND COMPANY, INC.

OFFICERS:

CHAIRMAN/CHIEF EXECUTIVE OFFICER
CHIEF OPERATING OFFICER/PRESIDENT
SENIOR VICE PRESIDENT
CFO/VICE PRESIDENT/TREASURER
VICE PRESIDENT/SECRETARY
TIFFANY
VICE PRESIDENT
VICE PRESIDENT
ASSISTANT CLERK

MICHAEL ASHNER
RICHARD J. MCCREADY
PETER BRAVERMAN
ED WILLIAMS

CAROLYN

STEPHEN BONIFIELD
TOM STAPLES
DAYNA DEMARCO

** All officers have an address c/o

FIRST WINTHROP CORPORATION
5 CAMBRIDGE CENTER
9TH FLOOR
CAMBRIDGE, MA 02142

DIRECTORS:

MICHAEL ASHNER
c/o FIRST WINTHROP CORPORATION
5 CAMBRIDGE CENTER
9TH FLOOR
CAMBRIDGE, MA 02142

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William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02133

January 6, 1998

TO WHOM IT MAY CONCERN:

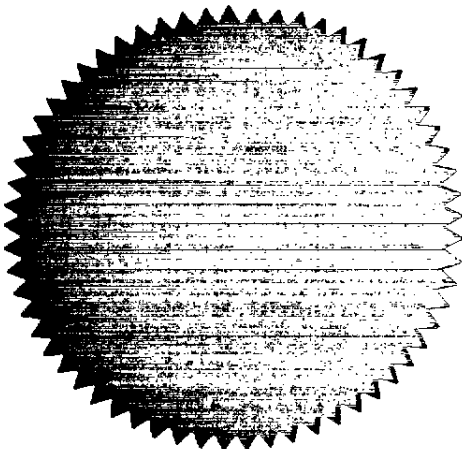
I hereby certify that according to the records of this office

Marlboro Land Company, Inc.

is a domestic corporation organized on **November 27, 1978**, 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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DIVISION OF CORPORATIONS
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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.

** MGL Chapter 156B Section 83A provides that certain consolidations and mergers may be filed with the division within thirty days after the effective date of the merger or consolidation.