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THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 727543 4304950

AUTHORIZATION : Patricia Kyzut

COST LIMIT : \$ 70.00

ORDER DATE : March 3, 1998

300002447763--7

ORDER TIME : 9:58 AM

ORDER NO. : 727543-005

CUSTOMER NO: 4304950

CUSTOMER: Ms. Maureen Donovan  
Nutter, McClennen & Fish  
One International Pl

Boston, MA 021102699

FOREIGN FILINGS

NAME: MEDITRUST GOLF GROUP, 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: Stacy L Earnest

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DIVISION OF CORPORATIONS  
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RECEIVED  
98 MAR -5 AM 10:47  
DIVISION OF CORPORATIONS

# 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. Meditrust Golf Group, 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. Delaware  
(State or country under the law of which it is incorporated)

3. 04-3077575  
(FEI number, if applicable)

4. December 4, 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. 197 First Avenue, Needham, Massachusetts 02194

(Current mailing address)

8. Real estate investment and related activities.  
(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: CORPORATION SERVICE COMPANY

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301  
(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.

T. J. O'Brien TIMOTHY J. O'BRIEN

(Registered agent's signature) (Officer)

TIMOTHY J. O'BRIEN Asst. V. P.

(Type 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: See attached list of directors

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

Vice Chairman: See attached list of directors

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

Director: See attached list of directors

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

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

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

B. OFFICERS

President: see attached list of officers

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

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

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

Secretary: \_\_\_\_\_

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

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Treasurer: \_\_\_\_\_

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

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Paul R. Eklund  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Paul R. Eklund, Assistant Secretary  
(Typed or printed name and capacity of person signing application)

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## MEDITRUST GOLF GROUP, INC.

### List of Directors and Officers

<b>Directors:</b>	David F. Benson	--	197 First Avenue Needham, MA 02194
<b>Officers:</b>	Abraham D. Gosman Chief Executive Officer	--	197 First Avenue Needham, MA 02194
	David F. Benson President and Treasurer	--	197 First Avenue Needham, MA 02194
	Michael S. Benjamin Senior Vice President, General Counsel and Secretary	--	197 First Avenue Needham, MA 02194
	Michael F. Bushee Chief Operating Officer	--	197 First Avenue Needham, MA 02194
	Laurie Tidor Chief Financial Officer	--	197 First Avenue Needham, MA 02194
	Paul R. Eklund Assistant Secretary	--	c/o Nutter, McClennen & Fish, LLP One International Place Boston, MA 02110

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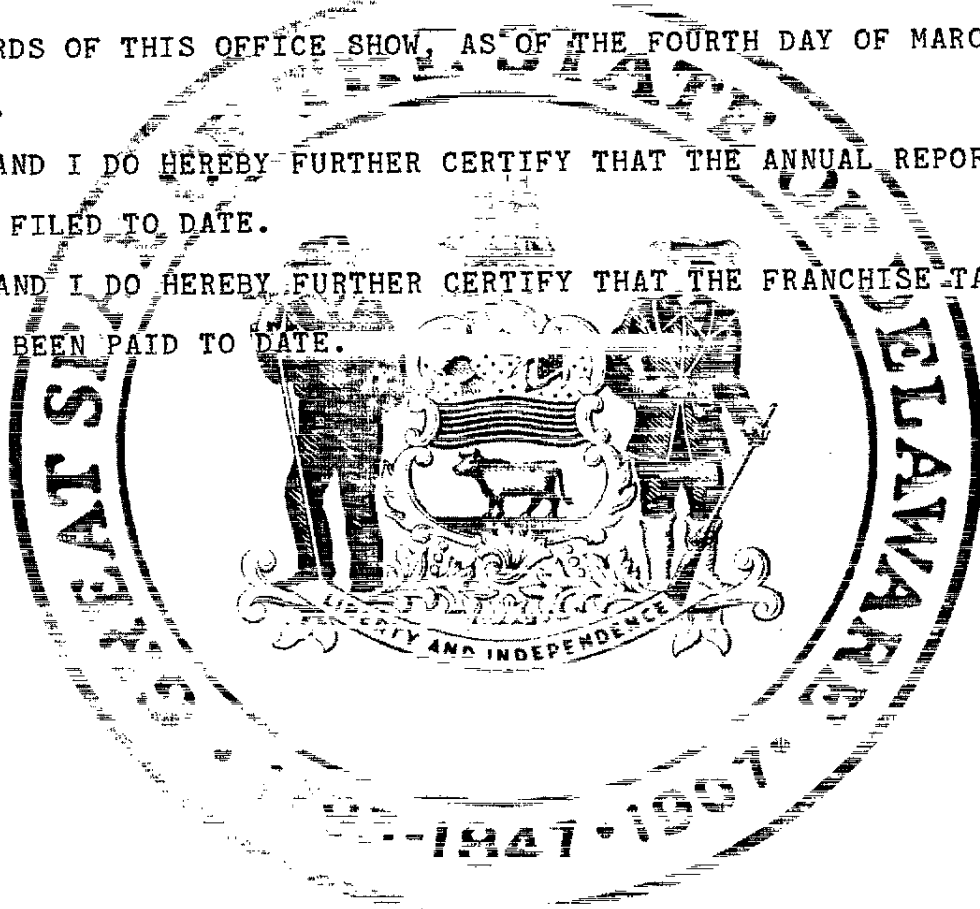
*State of Delaware*  
*Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MEDITRUST GOLF GROUP, INC." 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 FOURTH DAY OF MARCH, A.D. 1998.

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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*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION:

03-04-98

DATE: