



# F98000002353

ACCOUNT NO. : 072100000032

REFERENCE : 792589 4304950

AUTHORIZATION :

COST LIMIT : \$ 70.00

*Patricia Pizutto*

ORDER DATE : April 23, 1998

ORDER TIME : 9:31 AM

ORDER NO. : 792589-005

CUSTOMER NO: 4304950

CUSTOMER: Neil Higgins, Esq  
Nutter, McClennen & Fish  
One International Pl

Boston, MA 021102699

FOREIGN FILINGS

NAME: MEDITRUST GOLF GROUP II, INC. 4000002400574--4

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

RECEIVED  
98 APR 24 AM 10:31  
OFFICE OF THE SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98/24  
98 APR 24 PM 1:13  
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

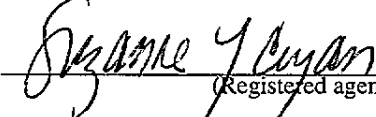
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION  
TO TRANSACT BUSINESS IN FLORIDA**

*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 II, 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. #04-3417498  
(FEI number, if applicable)
4. 4-16-98  
(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. 197 First Avenue  
Needham, MA 02194  
(Current mailing address)
8. To own interests in real estate  
(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.*

  
(Registered agent's signature) Suzanne T. Ryan

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.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 APR 24 PM 1:13

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 officers/directors rider

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

Vice Chairman: \_\_\_\_\_

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

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

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

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

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

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

President: See attached officers/directors rider

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. 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)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 APR 24 PM 1:13

DIRECTORS AND OFFICERS  
OF  
MEDITRUST GOLF GROUP II, INC.  
As of 4-22-98

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATE AFFAIRS  
98 APR 24 PM 1:13

Personal Address

Business Address

Sole Director -

David F. Benson  
24 Middleton Road  
Boxford, MA 01921

197 First Avenue  
Needham, MA 02194

Officers

President and Treasurer -

David F. Benson  
24 Middleton Road  
Boxford, MA 01921

197 First Avenue  
Needham, MA 02194

Chief Operating Officer -

Michael F. Bushee  
37 Meadow Drive  
Middleton, MA 01949

197 First Avenue  
Needham, MA 02194

Senior Vice President  
and Secretary -

Michael S. Benjamin  
125 Old England Road  
Chestnut Hill, MA 02167

197 First Avenue  
Needham, MA 02194

Chief Financial Officer -

Laurie T. Gerber  
60 Laurel Road  
Weston, MA 02193

197 First Avenue  
Needham, MA 02194

Controller -

John G. Demeritt  
35 Stonybrook Drive  
Newburyport, MA 01950

197 First Avenue  
Needham, MA 02194

Asst. Secretary -

Paul R. Eklund  
17 Chatham Circle  
Wellesley, MA 02181

One International Place  
Boston, MA 02110

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MEDITRUST GOLF GROUP II, 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 TWENTY-SECOND DAY OF APRIL, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 APR 24 PM 1:13

2884999 8300

981152862



9039593  
04-22-98  
*Edward J. Freel*  
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: