

F98000005021

90 New State Highway
Raynham, MA 02767
(508) 823-4567
Telecopier (508) 822-4097
http://www.wynnwynn.com

Wynn & Wynn, P.C.

ATTORNEYS AT LAW

Affiliate Offices

Boston
Six Beacon Street
Suite 915
Boston, MA 02108
(617) 742-7146

Hyannis
310 Barnstable Road
Hyannis, MA 02601
(508) 775-3665

Falmouth
49 Locust Street
Falmouth, MA 02540
(508) 548-8232

Providence
(401) 453-5500

Fall River
(508) 678-5639

New Bedford
(508) 999-6969

Elizabeth K. Balaschak
Mark W. Bennett
Hollie B. Dufresne
Robert D. Fredericks
Thomas M. Gimmer
Douglas A. Hale
Patricia F. Keane
Catherine M. Kuzmiski*
Thomas A. Maddigan
Richard A. Martone
Brenda J. McNally
Kevin P. McRoy
Robert F. Mills
Thomas J. Minichiello, Jr.
Charles D. Mulcahy
Hon. James J. Nixon (Ret.)
John J. O'Day, Jr.
Kevin J. O'Malley
James J. O'Rourke, Jr.*
Joanne M. O'Sullivan
Thomas E. Pontes
Michael J. Princi
Rebecca C. Richardson
Janice E. Robbins
William Rosa*
Louis V. Sorgi, Jr.
Suzanne G. Tedeschi
John A. Walsh
Michael F. Walsh
Paul F. Wynn
Thomas J. Wynn

Of Counsel

Hon. Robert L. Steadman (Ret.)
Christopher J. Muse
James J. Lombardi, III
Hon. James F. McGillen, II (Ret.)

State of Florida
Secretary of State's Office
Florida Division of Corporations
409 East Gaines Street
Tallahassee, FL 32314

200002795002--9
-03/04/99-01093-001
****471.00 ****471.00

Re: Boca 201 Corp.	MA	04-3016454
1135 Tremont Corp.	MA	04-3333584
Brasstown Development Corp.	GA	04-3175248
Cedar Creek Development Corp.	NJ	04-3196888
Heritage Rambler Development Corp.	MA	04-3106010
Jefferson Street Properties, Inc.	MI	04-3131594
Knight Old Harbor Acquisition Corp.	FL	04-3002106
Leverett Development Corp.	MA	04-3210791
Mount Toby Development Corp.	MA	04-3210781
Newport Place Development Corp.	CA	04-3104220
Ruggles Associates, Inc.	MA	04-3333685
Salisbury Corporation	MA	04-2579119

Dear Sir or Madam:

Enclosed please find Articles of Merger for the above-referenced corporations, together with a check in the amount of \$471.00 representing the fee for filing and four (4) attested copy of the articles of merger. Please send the attested copies to me at the above address. The surviving corporation is Boca 201 Corp., a Massachusetts corporation. Please file the same and oblige.

Should you have any questions, please contact me at 1-800-852-5211. We have a deadline of March 31, 1999 and would prefer to handle any questions over the phone, if possible.

Very truly yours,

WYNN AND WYNN, P.C.

Janice E. Robbins

JER/sac
Enclosures
FEDERAL EXPRESS

FILED
99 MAR -4 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

merger
TLL
MAR 8 1999

ARTICLES OF MERGER
Merger Sheet

MERGING:

KNIGHT OLD HARBOR ACQUISITION CORP., a Florida corporation, M68346,
1135 TREMONT CORP, HERITAGE RAMBLER DEV CORP, LEVERETT DEV
CORP, MOUNT TOBY DE

V CORP, RUGGLES ASSOCIATES, INC., AND SALIBURY CORPORATION,
MA, BRASSTOWN DEV CORP., GA, CEDER CREEK DEV CORP., NJ,
JEFFERSON STREET PROPERTIES, I

NC., MI, AND NEWPORT PLACE DEV CORP., CA, all foreign corporations not
authorized to transact business in Florida.

INTO

BOCA 201 CORP., a Massachusetts corporation, F98000005021

File date: March 4, 1999

Corporate Specialist: Thelma Lewis

ARTICLES OF MERGER
OF DOMESTIC AND FOREIGN CORPORATIONS
INTO
BOCA 201 CORP.

99 MAR -4 AM 9:07
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 1105 of Chapter 607 of the General Laws of the State of Florida, as amended, the undersigned domestic corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

1. The names of the undersigned corporations and the states under the laws of which they are respectively organized are:

<u>Name of Corporation</u>	<u>State</u>	<u>Federal I.D. Number</u>
Boca 201 Corp.	Massachusetts	04-3016454
1135 Tremont Corp.	Massachusetts	04-3333584
Brasstown Development Corp.	Georgia	04-3175248
Cedar Creek Development Corp.	New Jersey	04-3196888
Heritage Rambler Development Corp.	Massachusetts	04-3106010
Jefferson Street Properties, Inc.	Michigan	04-3131594
Knight Old Harbor Acquisition Corp.	Florida	04-3002106
Leverett Development Corp.	Massachusetts	04-3210791
Mount Toby Development Corp.	Massachusetts	04-3210781
Newport Place Development Corp.	California	04-3104220
Ruggles Associates, Inc.	Massachusetts	04-3333685
Salisbury Corporation	Massachusetts	04-2579119

2. The laws of the state under which such foreign corporations are organized permit such merger.

3. The name of the surviving corporation is Boca 201 Corp. and is to be governed by the laws of the Commonwealth of Massachusetts.

4. An Agreement of Merger has been duly adopted in compliance with the requirements of Chapter 607, Section 1105 of the General Laws, as amended. The Agreement of Merger is attached hereto as Exhibit A.

5. As to each of the undersigned corporations, the designation of voting group, number of shares outstanding and total number of votes casted for or against is as outlined in Exhibit B attached hereto. The date of adoption by the shareholders of each corporation is March 1, 1999.

6. The number of votes cast for the plan by each voting group was sufficient for approval by each voting group.

7. If the surviving corporation is to be governed by the laws of any other state, such surviving corporation hereby: (a) agrees that it may be served with process in the State of Florida in any proceeding for the enforcement of the rights of a dissenting shareholder of such domestic corporation against the surviving corporation; (b) irrevocably appoints the Secretary of State of Florida as its agent to accept service of process in any such proceeding.

Dated: March 1, 1999

BOCA 201 CORP.

By: Alice M. Guiney
Alice M. Guiney, President

By: Michael R. Garfield
Michael R. Garfield, Clerk

1135 TREMONT CORP.

By: Alice M. Guiney
Alice M. Guiney, President

By: Michael R. Garfield
Michael R. Garfield, Clerk

HERITAGE RAMBLER DEVELOPMENT CORP.

By: Alice M. Guiney
Alice M. Guiney, President

By: Michael R. Garfield
Michael R. Garfield, Clerk

LEVERETT DEVELOPMENT CORP.

By: Alice M. Guiney
Alice M. Guiney, President

By: Michael R. Garfield
Michael R. Garfield, Clerk

MOUNT TOBY DEVELOPMENT CORP.

By: Alice M. Guiney
Alice M. Guiney, President

By: Michael R. Garfield
Michael R. Garfield, Clerk

RUGGLES ASSOCIATES, INC.

By: Alice M. Guiney
Alice M. Guiney, President

By: Michael R. Garfield
Michael R. Garfield, Clerk

SALISBURY CORPORATION

By: Alice M. Guiney
Alice M. Guiney, President

By: Michael R. Garfield
Michael R. Garfield, Clerk

(signatures continued on next page)

BRASSTOWN DEVELOPMENT CORP.

By: Alice M. Guiney
Alice M. Guiney, President

By: [Signature]
Steven P. Hudson, Secretary

CEDAR CREEK DEVELOPMENT CORP.

By: Alice M. Guiney
Alice M. Guiney, President

By: [Signature]
Steven P. Hudson, Clerk

JEFFERSON STREET PROPERTIES, INC.

By: Alice M. Guiney
Alice M. Guiney, President

By: [Signature]
Steven P. Hudson, Clerk

KNIGHT OLD HARBOR ACQUISITION CORP.

By: Alice M. Guiney
Alice M. Guiney, President

By: [Signature]
Steven P. Hudson, Clerk

NEWPORT PLACE DEVELOPMENT CORP.

By: Alice M. Guiney
Alice M. Guiney, President

By: [Signature]
Steven P. Hudson, Clerk

EXHIBIT A

AGREEMENT OF MERGER

This agreement of merger made and entered into on and as of the 1st day of March, 1999 (the "Agreement"), by and among Boca 201 Corp., a corporation duly organized and existing under the laws of the Commonwealth of Massachusetts ("Boca 201"), and 1135 Tremont Corp., a corporation duly organized and existing under the laws of the Commonwealth of Massachusetts ("1135 Tremont"), and Brasstown Development Corp., a corporation duly organized and existing under the laws of the State of Georgia ("Brasstown"), and Cedar Creek Development Corp., a corporation duly organized and existing under the laws of the State of New Jersey ("Cedar Creek"), and Heritage Rambler Development Corp., a corporation duly organized and existing under the laws of the Commonwealth of Massachusetts ("Heritage Rambler"), and Jefferson Street Properties, Inc., a corporation duly organized and existing under the laws of the State of Michigan ("Jefferson Street"), and Knight Old Harbor Acquisition Corp., a corporation duly organized and existing under the laws of the State of Florida ("Knight"), and Leverett Development Corp., a corporation duly organized and existing under the laws of the Commonwealth of Massachusetts ("Leverett"), and Mount Toby Development Corp., a corporation duly organized and existing under the laws of the Commonwealth of Massachusetts ("Mount Toby"), and Newport Place Development Corp., a corporation duly organized and existing under the laws of the State of California ("Newport Place"), and Ruggles Associates, Inc., a corporation duly organized and existing under the laws of the Commonwealth of Massachusetts ("Ruggles"), and Salisbury Corporation, a corporation duly organized and existing under the laws of the Commonwealth of Massachusetts ("Salisbury"), all having a principal place of business at 100 Federal Street, Boston, Massachusetts, (collectively the "Corporations"), witnesseth that:

WHEREAS, Boca 201 has an authorized capital stock of 1,000 shares of common stock with a par value of \$1.00 per share, of which 1,000 shares have been issued and are outstanding, all of which are held by BankBoston, N.A. ("BankBoston");

WHEREAS, 1135 Tremont has an authorized capital stock of 1,000 shares of common stock with a par value of \$1.00 per share, of which 1,000 shares have been issued and are outstanding, all of which are held by BankBoston;

WHEREAS, Brasstown has an authorized capital stock of 1,000 shares of common stock with a par value of \$1.00 per share, of which 1,000 shares have been issued and are outstanding, all of which are held by BankBoston;

WHEREAS, Cedar Creek has an authorized capital stock of 1,000 shares of common stock with a par value of \$1.00 per share, of which 1,000 shares have been issued and are outstanding, all of which are held by BankBoston;

WHEREAS, Heritage Rambler has an authorized capital stock of 1,000 shares of common stock with a par value of \$1.00 per share, of which 1,000 shares have been issued and are outstanding, all of which are held by BankBoston;

WHEREAS, Jefferson Street has an authorized capital stock of 60,000 shares of common stock with a par value of \$1.00 per share, of which 1,000 shares have been issued and are outstanding, all of which are held by BankBoston;

WHEREAS, Knight has an authorized capital stock of 1,000 shares of common stock with a par value of \$1.00 per share, of which 1,000 shares have been issued and are outstanding, all of which are held by BankBoston;

WHEREAS, Leverett has an authorized capital stock of 1,000 shares of common stock with a par value of \$1.00 per share, of which 1,000 shares have been issued and are outstanding, all of which are held by BankBoston;

WHEREAS, Mount Toby has an authorized capital stock of 1,000 shares of common stock with a par value of \$1.00 per share, of which 1,000 shares have been issued and are outstanding, all of which are held by BankBoston;

WHEREAS, Newport Place has an authorized capital stock of 1,000 shares of common stock with a par value of \$1.00 per share, of which 1,000 shares have been issued and are outstanding, all of which are held by BankBoston;

WHEREAS, Ruggles has an authorized capital stock of 1,000 shares of common stock with a par value of \$1.00 per share, of which 1,000 shares have been issued and are outstanding, all of which are held by BankBoston;

WHEREAS, Salisbury has an authorized capital stock of 1,000 shares of common stock with a par value of \$1.00 per share, of which 1,000 shares have been issued and are outstanding, all of which are held by BankBoston;

WHEREAS, the business purposes for which the Corporations are organized are substantially similar; and

WHEREAS, the boards of directors of the Corporations have severally voted that they deem it desirable and for the general welfare of the Corporations and of the stockholders of each of the Corporations that the Corporations merge under the provisions of Section 79 of Chapter 156B of the General Laws of Massachusetts, and the said board of directors and stockholders of each of the Corporations has, by consent vote, approved this Agreement in accordance with the laws of the Commonwealth of Massachusetts.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained, it is hereby agreed that in accordance with the provisions of said statutes, 1135 Tremont,

Brasstown, Cedar Creek, Heritage Rambler, Jefferson Street, Knight, Leverett, Mount Toby, Newport Place, Ruggles and Salisbury ("Merged Corporations") shall be and hereby are, as of the effective date of this Agreement, merged into Boca 201, which shall be the surviving corporation, and that the terms and conditions of such merger, the mode of carrying it into effect, the manner of converting the stock of each into stock of the surviving corporation, and other provisions deemed necessary and proper to the purchase of said merger, shall be hereinafter set forth:

ARTICLE I

- 1) The Corporations affected by the merger are Boca 201, 1135 Tremont, Brasstown, Cedar Creek, Heritage Rambler, Jefferson Street, Knight, Leverett, Mount Toby, Newport Place, Ruggles and Salisbury.
- 2) The Corporations agree that the Merged Corporations shall be merged into Boca 201, unless such merger is abandoned prior to the effective date of this Agreement.
- 3) Except as specifically set forth herein, the corporate existence of Boca 201, with all of its purposes, powers, and privileges, shall continue unaffected and unimpaired by this merger; the corporate identity and existence, with all their purposes, powers, and privileges of the Merged Corporations shall be merged into Boca 201.
- 4) Boca 201, as the corporation surviving the merger and with the name of Boca 201, shall be fully vested with all such purposes, powers, and privileges, and fully charged with all existing obligations of the Merged Corporations; and the surviving corporation, Boca 201, shall be governed by the laws of the Commonwealth of Massachusetts.
- 5) The separate corporate existences and organizations of the Merged Corporations shall cease upon the merger becoming effective as herein provided and thereupon the Corporations shall be a single corporation, to wit, Boca 201.
- 6) The merger shall become effective upon the completion of the following:
 - a. The ratification and approval of this Agreement by the stockholders of each of the Corporations, together with the adoption of a resolution directing the filing of articles of merger, in each case by vote of an appropriate majority of the stockholders.
 - b. The execution of this Agreement, duly acknowledged, by the president of each of the Corporations.
 - c. The filing with the appropriate authorities in the States of Georgia, Michigan, Florida, New Jersey, California and the Commonwealth of Massachusetts, and in each state

where any of the Corporations are registered to do business, articles of merger as prescribed by law.

- d. The close of business on the last day of March, 1999 shall be and is referred to herein as the effective date of merger, whether or not such date shall be a business day..

ARTICLE II

- 1) The articles of incorporation of the surviving corporation shall be those of Boca 201 as they existed prior to this Agreement.
- 2) The purposes of Boca 201 shall include those permitted and as set forth in the articles of incorporation of Boca 201, and further to carry on any business permitted by the laws of the Commonwealth of Massachusetts to a corporation organized under Chapter 156B as amended and as hereinafter amended.
- 3) The by-laws of Boca 201 as of the effective date of merger shall be those of Boca 201, then in effect, subject to later amendment as provided therein or in accordance with the terms of the articles of incorporation of Boca 201 or applicable statute.

ARTICLE III

- 1) The total number of shares of all classes of stock which 1135 Tremont is authorized to issue is 1,000 shares of common stock with a par value of \$1.00 per share, the total number of shares of all classes of stock which Brasstown is authorized to issue is 1,000 shares of common stock with a par value of \$1.00 per share, the total number of shares of all classes of stock which Cedar Creek is authorized to issue is 1,000 shares of common stock with a par value of \$1.00 per share, the total number of shares of all classes of stock which Heritage Rambler is authorized to issue is 1,000 shares of common stock with a par value of \$1.00 per share, the total number of shares of all classes of stock which Jefferson Street is authorized to issue is 60,000 shares of common stock with a par value of \$1.00 per share, the total number of shares of all classes of stock which Knight is authorized to issue is 1,000 shares of common stock with a par value of \$1.00 per share, the total number of shares of all classes of stock which Leverett is authorized to issue is 1,000 shares of common stock with a par value of \$1.00 per share, the total number of shares of all classes of stock which Mount Toby is authorized to issue is 1,000 shares of common stock with a par value of \$1.00 per share, the total number of shares of all classes of stock which Newport Place is authorized to issue is 1,000 shares of common stock with a par value of \$1.00 per share, the total number of shares of all classes of stock which Ruggles is authorized to issue is 1,000 shares of common stock with a par value of \$1.00 per share and the total number

of shares of all classes of stock which Salisbury is authorized to issue is 1,000 shares of common stock with a par value of \$1.00 per share.

- 2) The total number of shares of all classes of stock which Boca 201 has authority to issue is 1,000 shares of common stock with a par value of \$1.00 per share.
- 3) The shareholders of the Merged Corporations and the shareholders of Boca 201 is BankBoston.
- 4) The authorized shares of Boca 201 have been issued and are outstanding.
- 5) The manner of converting the capital stock of the Merged Corporations into capital stock of Boca 201 shall be as follows:
 - a. Each share of the capital stock of the Merged Corporations, issued and outstanding on the effective date of the merger, shall automatically, by virtue of the merger, be retired.

ARTICLE IV

- 1) The Clerk of Boca 201 shall be appointed as the registered agent of Boca 201 in the Commonwealth of Massachusetts for purposes of service of process and for any other purpose which such registered agent may serve.
- 2) The principal office of Boca 201 shall be at 100 Federal Street, Boston, Massachusetts 02110.
- 3) The fiscal year of Boca 201 shall end on the 31st day of December of each year.
- 4) The annual meeting of the stockholders of Boca 201 shall be held on the first Thursday in June of each year, commencing in 1999

ARTICLE V

- 1) The officers of Boca 201 following the effective date of merger, to hold office until their successors may be duly elected and qualify shall be:

President: Alice M. Guiney

Vice Presidents: Michael R. Garfield
Marvin A. Westphal

Treasurer: Amy L. Norman

Assistant
Treasurer: Christopher Canniff

Clerk:

Michael R. Garfield

- 2) The board of directors of Boca 201, until otherwise established, shall consist of three members, who shall be, until their successors be duly elected and qualified:

Michael R. Garfield
Alice M. Guiney
Marvin A. Westphal

ARTICLE VI

- 1) Upon the merger becoming effective, all the rights, immunities, privileges, powers and franchises of each of the Corporations, both of a public and a private nature, all property, real, personal and mixed, all debts due on account, stock subscriptions as well as all other things in action or belonging to each of the Corporations, and all and every other interest, shall vest in Boca 201.
- 2) Boca 201 shall, upon the merger and thenceforth, assume and be responsible for all debts, liabilities, obligations and duties of each of the Merged Corporations, and all said debts, liabilities, obligations and duties shall thenceforth attach to Boca 201 and may be enforced against it to the same extent as if said debts, liabilities, obligations and duties have been incurred or contracted by it, but the liabilities of each of the Corporations or of their shareholders, directors, or officers shall not be affected, nor shall the rights of creditors thereof or of any person dealing with any of the Corporations, or any liens upon the property of any of the Corporations, be impaired by the merger, and all rights of creditors and all liens upon the property of any of the Corporations shall be preserved unimpaired, and any action or proceeding pending by or against any of the Corporations may be prosecuted to judgment the same as if the merger had not taken place, which judgment shall bind Boca 201, or Boca 201 may be proceeded against or substituted in its place.
- 3) Upon the merger becoming effective the assets, liabilities, reserves and accounts of each of the Merged Corporations shall be taken up on the books of Boca 201.
- 4) All corporate acts, plans, policies, approvals, and authorizations of the Merged Corporations and their respective shareholders, Board of Directors, committees, officers and agents, which were valid and effective immediately prior to the effective date of the merger shall be taken for all purposes as the acts, plans, policies, approvals and authorizations of Boca 201, and shall be as effective and binding thereon. The employees and agents of the Merged Corporations shall become the employees and agents of Boca 201 and continue to be entitled to the same rights and benefits

which they enjoyed as employees and agents of the Merged Corporations, as the case may be.

ARTICLE VII

- 1) a. There shall be required for the adoption and approval of this Agreement by the shareholders of the Merged Corporations the affirmative vote of the holders of at least two thirds of each class of stock issued and outstanding of each of the Merged Corporations, each share of stock entitling the holder to one vote.
- b. There shall be required for the adoption and approval of this Agreement by the shareholders of Boca 201, the affirmative vote of the holders of at least two thirds of each class of stock issued and outstanding of Boca 201, each share of stock entitling the holder to one vote.
- 2) This Agreement and the merger provided for herein may be terminated and abandoned by resolutions of the Boards of Directors of the Corporations at any time prior to the merger becoming effective, if circumstances develop which, in the opinion of such Boards, make proceeding with the merger inadvisable. In the event of the termination and abandonment of this Agreement, this Agreement shall become void and have no effect, without any liability on the part of any of the corporations or their respective shareholders, directors, or officers.

IN WITNESS WHEREOF, this Agreement has been signed by the president, hereto duly authorized, of each of the corporations, and each of said corporations has caused its corporate seal to be hereunto affixed, on and as of the date first herein above set forth.

BOCA 201 CORP.

By: Alice M. Guiney
Alice M. Guiney, President

1135 TREMONT CORP.

By: Alice M. Guiney
Alice M. Guiney, President

BRASSTOWN DEVELOPMENT CORP.

By: Alice M. Guiney
Alice M. Guiney, President

(signatures continued on next page)

CEDAR CREEK DEVELOPMENT CORP.

By: Alice M. Guiney
Alice M. Guiney, President

HERITAGE RAMBLER DEVELOPMENT CORP.

By: Alice M. Guiney
Alice M. Guiney, President

JEFFERSON STREET PROPERTIES, INC.

By: Alice M. Guiney
Alice M. Guiney, President

KNIGHT OLD HARBOR ACQUISITION CORP.

By: Alice M. Guiney
Alice M. Guiney, President

LEVERETT DEVELOPMENT CORP.

By: Alice M. Guiney
Alice M. Guiney, President

MOUNT TOBY DEVELOPMENT CORP.

By: Alice M. Guiney
Alice M. Guiney, President

NEWPORT PLACE DEVELOPMENT CORP.

By: Alice M. Guiney
Alice M. Guiney, President

RUGGLES ASSOCIATES, INC.

By: Alice M. Guiney
Alice M. Guiney, President

SALISBURY ASSOCIATES

By: Alice M. Guiney
Alice M. Guiney, President

EXHIBIT B

Name of Corporation	Designation (Class or Series) of Voting Group	No. of Shares Outstanding	Total No. of Votes Entitled to be Cast	Total No. of Votes Cast	
				For	Against
Boca 201 Corp.	common	1,000	1,000	1,000	0
1135 Tremont Corp.	common	1,000	1,000	1,000	0
Brasstown Development Corp.	common	1,000	1,000	1,000	0
Cedar Creek Development Corp.	common	1,000	1,000	1,000	0
Heritage Rambler Development Corp.	common	1,000	1,000	1,000	0
Jefferson Street Properties	common	60,000			0
Knight Old Harbor Acquisition Corp.	common	1,000	1,000	1,000	0
Leverett Development Corp.	common	1,000	1,000	1,000	0
Mount Toby Development Corp.	common	1,000	1,000	1,000	0
Newport Place Development Corp.	common	1,000	1,000	1,000	0
Ruggles Associates, Inc.	common	1,000	1,000	1,000	0
Salisbury Corporation	common	1,000	1,000	1,000	0