

F 98000005396



ACCOUNT NO. : 072100000032
 REFERENCE : 974000 4383898
 AUTHORIZATION :
 COST LIMIT : *Patricia Piguet*
 \$ 131.25

ORDER DATE : September 24, 1998
 ORDER TIME : 1:0 PM
 ORDER NO. : 974000-015
 CUSTOMER NO: 4383898
 CUSTOMER: Ms. Kit Kelly
 General Investment &
 Suite 2000
 600 Atlantic Avenue
 Boston, MA 02210

Wg/25
 98 SEP 25 PM 3:43
 FILED
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

FOREIGN FILINGS

900002649429--5

NAME: WINDSOR AT QUIET WATERS INVESTORS CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
- PLAIN STAMPED COPY
- XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

RECEIVED
 98 SEP 25 PM 2:42
 DIVISION OF CORPORATION

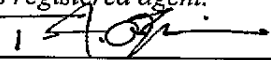
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

*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. Windsor at Quiet Waters Investors Corporation
(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 3. Applied For
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 9-22-98 5. Perpetual
(Date of Incorporation) (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 General Investment & Development Co.
Suite 2000, 600 Atlantic Avenue, Boston, MA 02210
(Current mailing address)
8. Any legal purpose under the laws of the State of Delaware
(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.

 Acct. V. R.
(Registered agent's signature) / Timothy V. O'Brien

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.

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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: _____

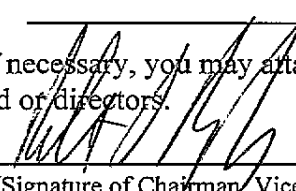
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. Robert S. Farrington, Jr., Vice President _____
(Typed or printed name and capacity of person signing application)

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Addendum

12. **A. DIRECTORS**

Stuart R. Johnson
Stanley B. Wyrwicz
Robert E. DeWitt

c/o General Investment & Development Co.
Suite 2000, 600 Atlantic Avenue
Boston, MA 02210

B. OFFICERS

President	Robert E. DeWitt
Vice Presidents:	Stuart R. Johnson Robert S. Farrington, Jr. Sean P. Henry William H. Roberts Catherine F. Shortsleeve W. Gardner Wallace Stanley B. Wyrwicz
Treasurer	Stanley B. Wyrwicz
Secretary	Stuart R. Johnson
Assistant Secretary:	Catherine F. Shortsleeve Robert S. Farrington, Jr.

c/o General Investment & Development Co.
Suite 2000, 600 Atlantic Avenue
Boston, MA 02210

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TALLAHASSEE FLORIDA

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WINDSOR AT QUIET WATERS INVESTORS CORPORATION" 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-THIRD DAY OF SEPTEMBER, A.D. 1998.

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

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TALLAHASSEE FLORIDA

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09-23-98



Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:
DATE: