

F98000005452

FILING COVER SHEET

REFERENCE: 0151.3987

DATE: 9-29-98

CONTACT: CINDY HICKS

FROM: CORPORATE & CRIMINAL RESEARCH SERVICES
103 N. MERIDIAN STREET
TALLAHASSEE, FL 32301

TELEPHONE: 222-1173

SUBJECT: Gatehouse Management,
Inc

STATE FEES PREPAID WITH CHECK # 3312 FOR \$ 122.50

500002651475--7
 -09/29/98--01058--007
 ****122.50 ****122.50

PLEASE FILE:

- | | | |
|--------------------------------------------|----------------------------------------------|----------------------------------------|
| <input type="checkbox"/> ARTICLES OF INC. | <input type="checkbox"/> AMENDMENT | <input type="checkbox"/> DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> ANNUAL REPORT |
| <input type="checkbox"/> FICTITIOUS NAME | <input type="checkbox"/> LIMITED LIABILITY | <input type="checkbox"/> REINSTATEMENT |
| <input type="checkbox"/> TRADEMARK/SERVICE | <input type="checkbox"/> UCC-1 | <input type="checkbox"/> UCC-3 |

PROVIDE US WITH:

- CERTIFIED COPY CERTIFICATE OF STATUS STAMPED COPY

 Examiner's Initials

RECEIVED
 98 SEP 29 AM 11:03
 TALLAHASSEE, FLORIDA

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

98 SEP 29 PM 12:26

FILED
 9/29

**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. GATEHOUSE MANAGEMENT, INC.
(Name of corporation: the word "INCORPORATED," "COMPANY," or "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. RHODE ISLAND
(State or country under the law of which it is incorporated)

3. 10/7/94 4. Perpetual
(Date of Incorporation) (Duration)

5. 04-3247041
(Federal Employer Identification number, if applicable)

6. Upon qualification
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 313 Congress Street, Boston, MA 02210
(Current mailing address)

To acquire, hold, operate, manage, sell, lease, develop, redevelop and improve real property of all types and descriptions; and to engage in any and all business activities related thereto, including but not limited to, participation as a general partner and/or limited partner
8. related thereto, including but not limited to, participation as a general partner and/or limited partner
(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: David J. Canepari
Address: 515 Ocean Avenue
Newport, Rhode Island 02840

Vice Chairman: Marc S. Plonskier
Address: 200 Highland avenue
Newton, MA 02165

Director: _____
Address: _____

Director: _____
Address: _____

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TALLAHASSEE FLORIDA
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B. Officers

President and Secretary: David J. Canepari

Address: 515 Ocean Avenue
Newport, Rhode Island 02840

Executive Vice President: Marc S. Plonskier

Address: 200 Highland Avenue
Newton, MA 02165

Secretary:

Address:

Treasurer:

Address:

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TALLAHASSEE FLORIDA

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: Brian J. McDonough

Office Address: 150 W. Flagler St., Suite 2200
Miami, Florida 33130
Zip Code

11. 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:

Brian J. McDonough

12. 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.

13.

(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. David J. Canepari, President

(Name and capacity of person signing application)



State of Rhode Island and Providence Plantations
Office of The Secretary of State
100 North Main Street
Providence, Rhode Island
02903-1335

I, James R. Langevin, Secretary of the State of Rhode Island and Providence Plantations, **HEREBY CERTIFY** that

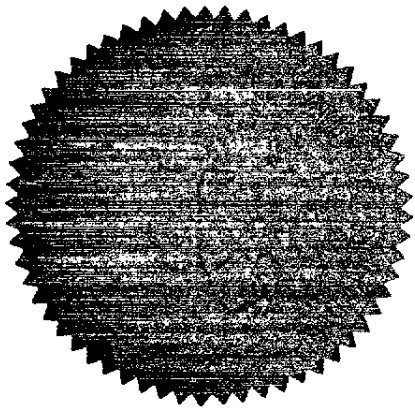
Gatehouse Management, Inc.

a Rhode Island corporation, filed original articles of Incorporation
in this office on the seventh day of October A.D., 19 94

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SECRETARY OF STATE
ALLAHASSSEL FLORIDA

I FURTHER CERTIFY that said corporation is now of record and in good standing in this office.

IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed the seal of the
State of Rhode Island this seventeenth
day of September A.D., 19 98



James R. Langevin
Secretary of State

By Cathryn J. Villanis
Acting Deputy Secretary of State