

F99000002359



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 230736 4364753

AUTHORIZATION : *Patricia Pruitt*

COST LIMIT : \$ 70.00

ORDER DATE : May 6, 1999

ORDER TIME : 3:41 PM

200002866322--5

ORDER NO. : 230736-005

CUSTOMER NO: 4364753

CUSTOMER: Joanne Mckenna, Legal Asst
Dionne & Gass
73 Tremont Street

Boston, MA 02108

FOREIGN FILINGS

NAME: EQUITY INDUSTRIAL II, 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: Janna Wilson

RECEIVED

99 MAY -6 PM 4:44

FILED

99 MAY -6 PM 5:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4/5/99

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. Equity Industrial 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. Massachusetts
(State or country under the law of which it is incorporated)
3. Applied for
(FEI number, if applicable)
4. 4/13/99
(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. 145 Rosemary Street, Suite E, Needham, MA 02194

(Current mailing address)

To acquire by purchase, lease, or otherwise, and to improve, develop, lease and otherwise deal in, real property, and to undertake activities related thereto.

8. (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 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.

Corporation Service Company

By: Laura R. Duff
(Registered agent's signature)

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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TALLAHASSEE, FLORIDA

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: _____

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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. Lewis Heafitz, Treasurer

(Typed or printed name and capacity of person signing application)

Exhibit A

President:	Donald A. Levine	274 Foxhill Road, Needham, MA 02192
Treasurer:	Lewis Heafitz	67 Berkeley Street, West Newton, MA 02461
Clerk:	Neal Shalom	8 Sears Road, Brookline, MA 02146
Asst. Clerk:	Richard D. Gass	259 Kent Street, Brookline, MA 02146
Directors:	Donald A. Levine	274 Foxhill Road, Needham, MA 02192
	Lewis Heafitz	67 Berkeley Street, West Newton, MA 02461
	Neal Shalom	8 Sears Road, Brookline, MA 02146

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TALLAHASSEE, FLORIDA



The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02133

William Francis Galvin
Secretary of the
Commonwealth

May 4, 1999

TO WHOM IT MAY CONCERN:

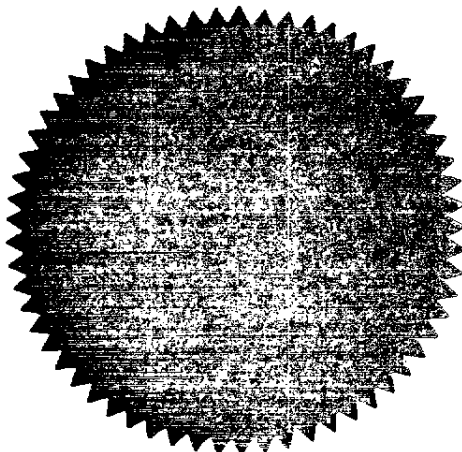
I hereby certify that according to the records of this office

EQUITY INDUSTRIAL II, INC.

is a domestic corporation organized on **April 20, 1999**, under the General Laws of the Commonwealth of Massachusetts.

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156B section 101 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.

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TALLAHASSEE, FLORIDA



In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

NEM

* This is not a tax clearance. Certificates certifying that all taxes due and payable by the corporation have been paid or provided for are issued by the Department of Revenue.

** MGL Chapter 156B Section 83A provides that certain consolidations and mergers may be filed with the division within thirty days after the effective date of the merger or consolidation.