



THE UNITED STATES
CORPORATION
COMPANY

F99000003451

ACCOUNT NO. : 072100000032

REFERENCE : 291994 4304756

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pigut

ORDER DATE : June 29, 1999

ORDER TIME : 3:27 PM

ORDER NO. : 291994-020

200002922902--6

CUSTOMER NO: 4304756

CUSTOMER: Robert Porcelli, Legal Asst
Bingham Dana LLP
150 Federal Street

Boston, MA 02110

FOREIGN FILINGS

NAME: HERITAGE REALTY TRUST, 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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUL -2 PM 3:51

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUL -2 PM 3:52

BK

7/2/99

July 1st

**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:

FILED
STATE
SECRETARY OF CORPORATIONS
JUL 26 1999
PM 3:52

1. Heritage Realty Trust, 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. Maryland

(State or country under the law of which it is incorporated)

3. _____

(FEI number, if applicable)

4. 7/1/99

(Date of Incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. July 8, 1999

(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 535 Boylston Street, Boston, MA 02116

(Current mailing address)

8. to be a general partner in limited partnerships

(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.

Corporation Service Company

By: _____

Maureen Cull
(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.

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. _____

Thomas C. Pondergast

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUL -2 PM 3:52

HERITAGE REALTY TRUST, INC.

List of Officers and Directors

Officers

| Name | Office | Business Address |
|---|--|--|
| Thomas C. Prendergast SSN: 151-42-3960 | President, Chief Executive Officer and Chairman of the Board | 535 Boylston Street Boston, MA 02116 |
| Richard L. Trueblood | Treasurer | 535 Boylston Street Boston, MA 02116 |
| J. Leo Barry | Secretary | 24 Cross Street Plainville, MA 02762 |
| David W. Laughton | Assistant Secretary | 265 Maple Street Manchester, NH 03103 |

Directors

| Name | Business Address |
|---|--|
| David W. Laughton | 265 Maple Street Manchester, NH 03103 |
| George W. Cashman | 544 Main Street Boston, MA 02129 |
| J. Leo Barry | 24 Cross Street Plainville, MA 02762 |
| William M. Vaughn, III | 1385 Hancock Street Quincy, MA 02169 |
| Thomas C. Prendergast SSN: 151-42-3960 | 535 Boylston Street Boston, MA 02116 |

FILED
STATE
SECRETARY OF CORPORATIONS
99 JUL -2 PM 3: 52

STATE OF MARYLAND
Department of Assessments and Taxation

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
99 JUL -2 PM 3:52

I, PAUL ANDERSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATIONS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE, AND THAT I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT HERITAGE REALTY TRUST, INC. IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND THE CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN MARYLAND.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY SIGNATURE AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE ON THIS JULY 01, 1999.

Paul B. Anderson

Paul B. Anderson
Charter Division

