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Division of Corporations
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From:

Account Name : CORPORATION SERVICE COMPANY / SA
Account Number : 120000000195
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FOREIGN LIMITED LIABILITY COMPANY

BC HILLSBOROUGH LLC

Certificate of Status	0
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Page Count	04
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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS
IN THE STATE OF FLORIDA:**

1. BC HILLSBOROUGH LLC
(Name of Foreign Limited Liability Company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. _____
(FEI number, if applicable)
4. 2/22/05
(Date of Organization)
5. December 31, 2065
(Duration: Year limited liability company will cease to exist or "perpetual")
6. _____
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)
7. c/o Boston Capital Corporation, One Boston Place, Boston, MA 02108-4406
(Street Address of Principal Office)
8. If limited liability company is a manager-managed company, check here _____
9. The name and usual business addresses of the managing members or managers are as follows:
BC Storage Manager Corp, Manager
c/o Boston Capital Corporation, One Boston Place, Boston, MA 02108-04406
10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)
11. Nature of business or purposes to be conducted or promoted in Florida: To engage in any lawful business act or activity for which limited liability companies may be organized under the Act, including without limitation to acquire, own, renovate, construct, develop, hold, invest in, improve, maintain, operate, manage, lease, sell and otherwise deal with the Project, in its capacity as general partner of the Operating Partnership. The business of the Company shall include participation in such activities as are necessary or appropriate to protect or enhance the Project or the assets of the Company or the Operating Partnership, or are otherwise in furtherance of the purposes set forth herein, or incidental to, or arising from, or connected with, such purposes. The Company shall not engage in any other business or activity.

BC STORAGE MANAGER CORP., its Manager

By: _____

Name: Jeffrey H. Goldstein
Title: Executive Vice President

Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

HC HILLSBOROUGH LLC

2. The name and the Florida street address of the registered agent and office are:

Corporation Services Company
(Name)

1201 Hays Street

Florida Street Address (P.O. Box NOT ACCEPTABLE)

Tallahassee, Florida 32301

City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.

Deborah D. Skipper
(Signature)

Deborah D. Skipper
Asst. V. Pres

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

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Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BC HILLSBOROUGH LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SECOND DAY OF FEBRUARY, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BC HILLSBOROUGH LLC" WAS FORMED ON THE TWENTY-SECOND DAY OF FEBRUARY, A.D. 2005.

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

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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3698164

DATE: 02-22-05

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