



THE UNITED STATES  
CORPORATION  
COMPANY

M 98000000216

ACCOUNT NO. : 072100000032

REFERENCE : 728797 4304950

AUTHORIZATION : Patricia Pappas

COST LIMIT : \$ ~~87.50~~

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR -5 PM 5:33

ORDER DATE : March 4, 1998

ORDER TIME : 10:25 AM

ORDER NO. : 728797-030

CUSTOMER NO: 4304950

500002448015--9

CUSTOMER: Ms. Maureen Donovan  
Nutter, McClennen & Fish  
One International Pl

Boston, MA 021102699

FOREIGN FILINGS

NAME: MEDITRUST COMPANY LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

RECEIVED  
98 MAR -5 AM 11:28  
DIVISION OF CORPORATION

3/1  
3/5/98

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

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8. Last name, title, and business address of each managing member [ GRM ] or manager [ MGR ] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

**TITLE:**

Needham, MA 02194

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN  
LIMITED LIABILITY COMPANY**

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The undersigned member or authorized representative of a member of \_\_\_\_\_

Meditrust Company LLC

deposes and says:

- 1) the above named limited liability company has ~~at least two members~~ one member.\*
- 2) the total amount of cash contributed by the member(s) is \$ 100
- 3) if any, the agreed value of property other than cash contributed by member(s) is  
\$ 0 . A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is  
\$ 0 . This total includes amounts from 2 and 3 above.

100.

MEDITRUST CORPORATION, SOLE MEMBER

*Paul R. Eklund*

Signature of a member or authorized representative of a member.

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

Paul R. Eklund, Assistant Secretary

irm

\*As allowed under the Delaware Limited Liability Company Act, the State of Formation.

**Filing Fee: \$ 52.50 for Affidavit**

**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, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Meditrust Company LLC

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2. The name and address of the registered agent and office is:

CORPORATION SERVICE COMPANY  
(Name)

1201 HAYS STREET  
(P.O. Box not acceptable)

TALLAHASSEE FL 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.*

By: Karen B. Rozar

(Signature)

**Karen B. Rozar, As Its Agent**

(Date)

**Filing Fee: \$ 35 for Designation of Registered Agent**

CONSENT TO USE OF A NAME

Meditrust Corporation, Meditrust Acquisition Corporation I, Meditrust Acquisition Corporation III, Meditrust Acquisition Corporation V, all Delaware corporations qualified to conduct business in the State of Florida, and Meditrust of Florida, Inc., a New York corporation qualified to conduct business in the State of Florida, hereby consent to name usage by "Meditrust Company LLC" in the State of Florida.

The above entities are related with the same principal address.

IN WITNESS WHEREOF, the said corporation has caused this consent to be executed this 27th day of February, 1998.

MEDITRUST CORPORATION  
MEDITRUST ACQUISITION CORPORATION I  
MEDITRUST ACQUISITION CORPORATION III  
MEDITRUST ACQUISITION CORPORATION V  
MEDITRUST OF FLORIDA, INC.

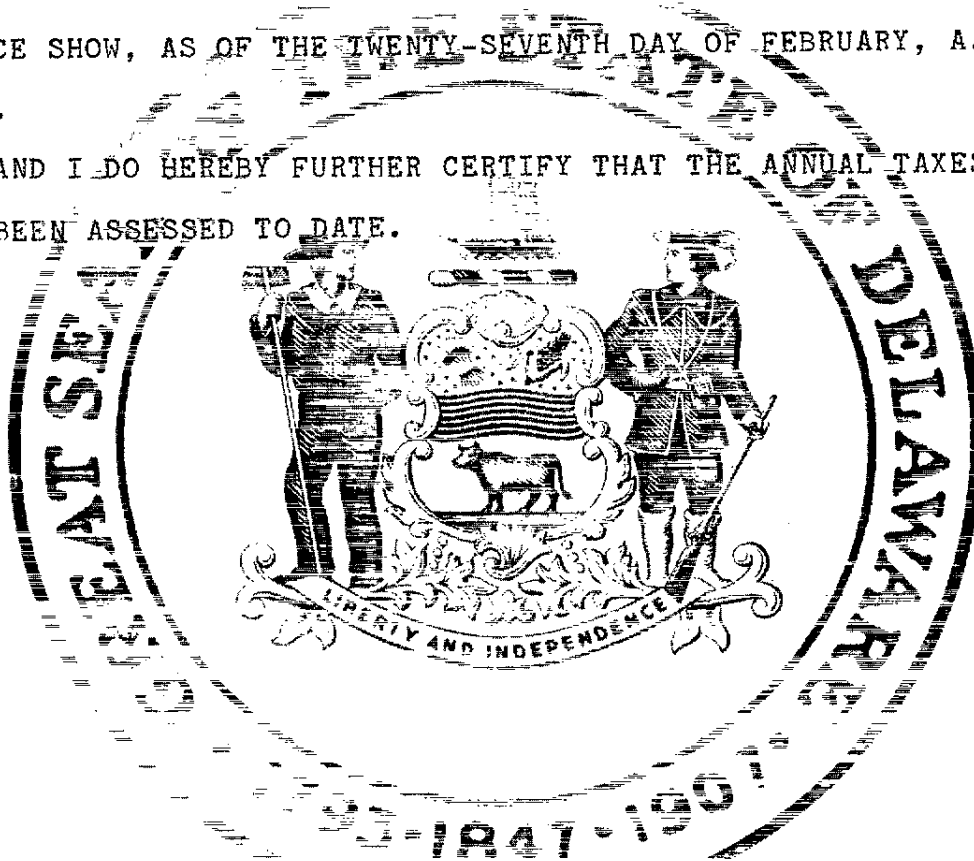
By: Paul R. Eklund  
Paul R. Eklund  
Assistant Secretary

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*State of Delaware*  
*Office of the Secretary of State*

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MEDITRUST COMPANY 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-SEVENTH DAY OF FEBRUARY, A.D. 1998.

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



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*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8945420

DATE: 02-27-98