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September 9, 1998

Florida Department of State
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

800002637928--1
-09/14/98--01021--004
*****250.00 *****250.00

**RE: Registration of Brentwood Pine Road
Industrial Realty, LLC as a Foreign LLC**

800002637928--1
-09/15/98--01037--006
*****35.00 *****35.00

Dear Sir/Madam:

Enclosed please find the following documents for the registration of Brentwood Pine Road Industrial Realty, LLC, a New Hampshire limited liability company, in the State of Florida as a foreign limited liability company.

1. Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida and check for the \$250.00 application fee
2. Affidavit of Membership and Contribution of Foreign Limited Liability Company;
3. Certificate of Designation of Registered Agent/Registered Office and check for \$35.00 registration fee;
4. Certificate of Existence from New Hampshire Secretary of State's office;

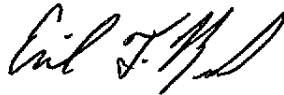
If there are any questions regarding this application please contact me at the number indicated above.

1198-1015

Name	CR-15
Availability	
State's office, Examiner	
Updater	
Verifier	
Acknowledgment	
W. P. Verifier	

Florida Department of State
Page 2
September 1, 1998

Very truly yours,

A handwritten signature in black ink, appearing to read "Erik T. Barstow". The signature is fluid and cursive, with the first name "Erik" being more prominent.

Erik T. Barstow

Enclosures
W&N:187592

FILED
98 SEP 14 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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. Brentwood Pine Road Industrial Realty, L.L.C.
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation
"L.C." if not so contained in the name at present.)

2. New Hampshire 3. _____
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. September 23, 1997 5. Latest date of dissolution - 12/31/2002
(Date of Organization) (Duration: Year limited liability company will
cease to exist or "perpetual")

6. March 30, 1998
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 15 Commercial Ave., Hudson, New Hampshire 03051
(Street address of principal office)

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

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>Leonard A. Worden</u>	<u>MGRM</u>	_____	_____
<u>15 Commercial Ave</u>	_____	_____	_____
<u>Hudson, N.H. 03051</u>	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
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_____	_____	_____	_____

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TALLAHASSEE, FLORIDA

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

The undersigned member or authorized representative of a member of **Brentwood Pine Road Industrial Realty, LLC** deposes and says:

1) the above named limited liability company has **one** member;

the above named limited liability company is organized pursuant to the laws of the State of New Hampshire (NHRSA §304-C:1 et seq.) which allow single member limited liability companies; the Florida Limited Liability Company Act, §608.503(3) states that a "foreign limited liability company shall not be denied authority to transact business in this state by reason of the facts that the laws of the jurisdiction under which such limited liability is organized governing its organization and internal affairs differ from the laws of this state";

2) the total amount of cash contributed by the member is \$ 0.

3) if any, the agreed value of property other than cash contributed by member is \$1,200,000.00.
A description of the property is attached and made a part hereto.

4) the amount of cash or property anticipated to be contributed by member is \$1,200,000.00
This total includes amounts from 2 and 3 above.

5) the total amount of cash or property anticipated to be contributed by member is \$1,200,000.00



Signature of 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.)

Filing Fee: \$250.00 for Application and Affidavit

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Lands situated in the Southwest Quarter (SW 1/4) of Section 6, Township 45 South, Range 25 East, Lee County, Florida, more particularly described as follows:

Parcel 1:

Commence at the intersection of the South line of Section 6 and the centerline of Canal Road (a public road consisting of a 100.00 foot right-of-way with 12.5 foot easements each side thereof); thence N 88°50'23" E along said South line of Section 6 for 50.00 feet to the Point of Beginning; thence N 0°53'49" W parallel with the centerline of said Canal Road for 534.82 feet; thence N 88°48'28" E parallel with and 125.00 feet South of the North line of the South Half (S ½) of the South Half (S ½) of the Southwest Quarter (SW 1/4) of said Section 6 for 400.00 feet; thence S 0°53'49" E for 535.06 feet to the South line of said Section 6; thence S 88°50'23" W along said South line for 400.00 feet to the Point of Beginning. SUBJECT TO a roadway easement over and across the Southerly 60.00 feet thereof and further subject to a 12.5 foot right-of-way easement over the Westerly boundary thereof; containing 4.91 acres, more or less.

Parcel 2:

Commence at the intersection of the centerline of Canal Road (a public road consisting of a 100.00 foot right-of-way with 12.5 foot easements each side thereof) and the North line of the South Half (S ½) of the South Half (S ½) of the Southwest Quarter (SW 1/4) of said Section 6; thence N 88°48'28" E along said North line for 365.00 feet to the Point of Beginning; thence continue along the North line N 88°48'28" E for 85.00 feet; thence S 0°53'49" E for 125.00 feet; thence S 88°48'28" W parallel with the North line for 85.00 feet; thence N 0°53'49" W for 125.00 feet to the Point of Beginning; containing .24 acres, more or less.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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 IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Brentwood Pine Road Industrial
Realty, LLC

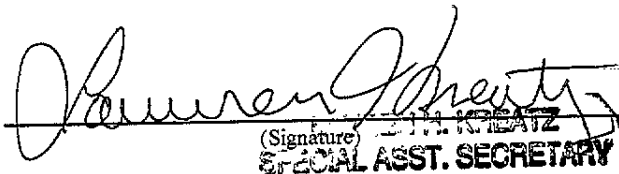
2. The name and address of the registered agent and office is:

C T CORPORATION SYSTEM
(Name)
c/o C T CORPORATION, 1200 South Pine Island Road,
(P.O. Box not acceptable)
Plantation, Florida 33324
(City/State/Zip)

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98 SEP 14 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

C T CORPORATION SYSTEM


(Signature) **E.H. KREATZ**
SPECIAL ASST. SECRETARY

August 20, 1998
(Date)

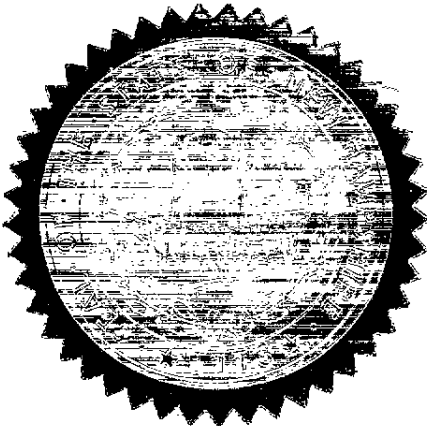
FILING FEE: \$ 35 for Designation of Registered Agent

State of New Hampshire
Department of State

CERTIFICATE OF EXISTENCE

I, William M. Gardner, Secretary of State of the State of New Hampshire, do hereby certify that BRENTWOOD PINE ROAD INDUSTRIAL REALTY, LLC is a New Hampshire limited liability company formed on September 23, 1997. I further certify that all fees and annual reports required by the Secretary of State's office have been received and that a certificate of cancellation has not been filed.

IN TESTIMONY WHEREOF, I hereto
set my hand and cause to be affixed
the Seal of the State of New Hampshire,
this 4th day of September, A.D. 1998



A handwritten signature in cursive script, reading "Wm. Gardner", written in dark ink.

William M. Gardner
Secretary of State