

m99000000650



ACCOUNT NO. : 072100000032

REFERENCE : 220845 4364753

AUTHORIZATION :

Patricia Kyzar

COST LIMIT : \$ 337.50

ORDER DATE : April 28, 1999

ORDER TIME : 10:58 AM

ORDER NO. : 220845-010

CUSTOMER NO: 4364753

400002856674--9

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

Boston, MA 02108

FOREIGN FILINGS

NAME: STOUGHTON DEVELOPMENT
ASSOCIATES LLC

XXXX QUALIFICATION (TYPE: LL)

FILED
99 APR 29 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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Examiner

CERTIFICATE OF GOOD STANDING

Updater

DCC

CONTACT PERSON: Tamara Odom

Verifier

?

Video Judgment

DCC

W. P. Verifier

DCC

99 APR 29 AM 11:36
DIVISION OF CORPORATION

m99000000650

**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 TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Stoughton Development Associates LLC
(Name of foreign limited liability company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 04-3457110
(FEI number, if applicable)
4. 2/9/99
(Date of Organization)
5. perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 67 Berkeley Street, West Newton, MA 02461
(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: |
|-----------------------|--------|-----------------|--------|
| Lewis Heafitz | MGRM | | |
| 67 Berkeley Street | | | |
| West Newton, MA 02461 | | | |

[illegible]

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

The undersigned member or authorized representative of a member of _____
Stoughton Development Associates LLC certifies:

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

2) the total amount of cash contributed by the member(s) is \$ 0;

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.)
and

4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ 0;
(This total includes amounts from 2 and 3 above.)



Signature of a member or an 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.)

Lewis Heafitz

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

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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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Stoughton Development Associates LLC

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

Corporation Service Company

(Name)

1201 Hays Street

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee, FL 32301

City/State/Zip

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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.

By: Laura R. Duff

(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

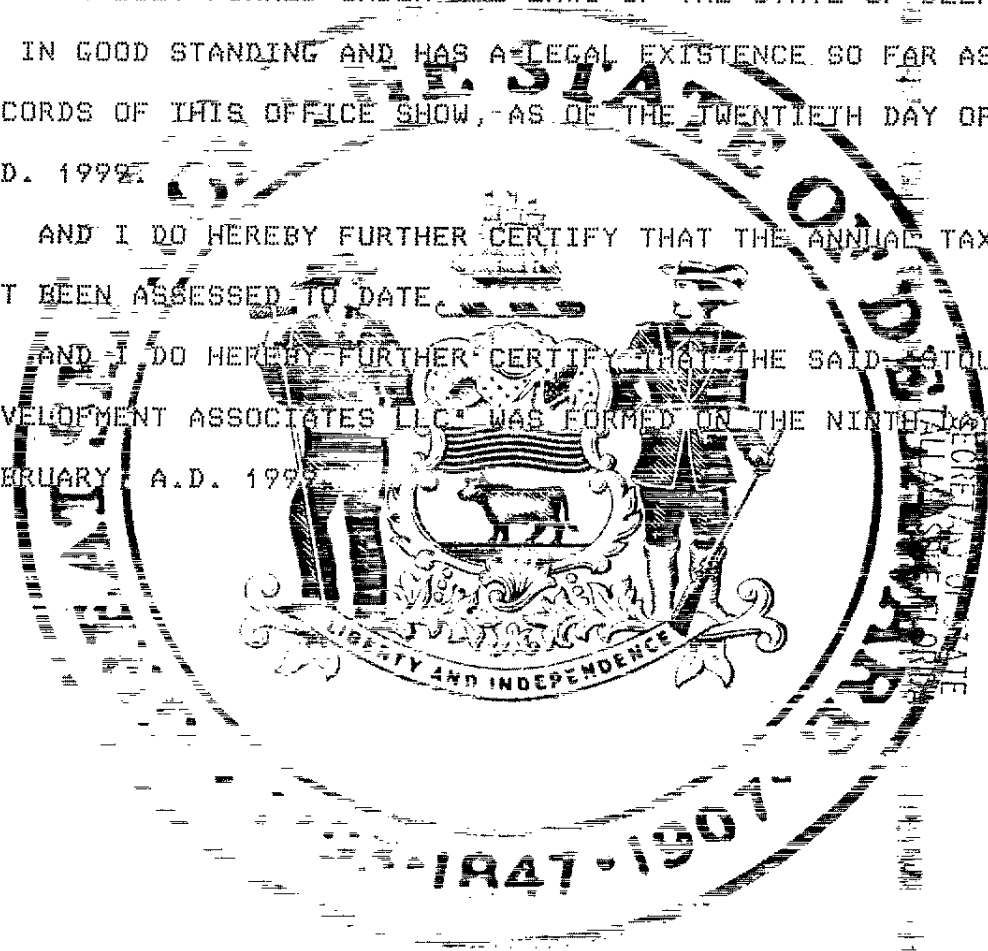
State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "STOUGHTON DEVELOPMENT ASSOCIATES 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 TWENTIETH DAY OF APRIL, A.D. 1999.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID STOUGHTON DEVELOPMENT ASSOCIATES LLC WAS FORMED ON THE NINTH DAY FEBRUARY, A.D. 1999.



99 APR 29 PM 3:30

FILED



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

9696817

04-20-99