



THE UNITED STATES  
CORPORATION  
COMPANY

# M99000000728

ACCOUNT NO. : 072100000032

REFERENCE : 209060 4304950

AUTHORIZATION :

COST LIMIT : \$ 285.00

*Patricia Pizant*

ORDER DATE : April 16, 1999

ORDER TIME : 2:28 PM

ORDER NO. : 209060-050

900002873169--4

CUSTOMER NO: 4304950

CUSTOMER: Sue M. Goyette, Paralegal  
Nutter, McClennen & Fish  
One International Pl

Boston, MA 02110-2699

FOREIGN FILINGS

NAME: MEDITRUST ACQUISITION COMPANY  
LLC

XXXX QUALIFICATION (TYPE: LL)

5

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

3K  
5/12/99

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAY 12 PM 4:34  
99 MAY 12 PM 3:54

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAY 12 PM 4:34

1. Meditrust Acquisition Company LLC

## 2. Delaware

3. applying for

4. April 19, 1999

5. perpetual

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

(Street address of principal office)

**NAME & ADDRESS:****TITLE:**

**NAME & ADDRESS:**

**TITLE:**

David F. Benson, Manager

197 First Avenue

Needham, MA 02494

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\_\_\_\_\_

[illegible]

\_\_\_\_\_

**Table 1**

\_\_\_\_\_

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

FILED STATE  
SECRETARY OF CORPORATIONS  
99 MAY 12 PM 4:34

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

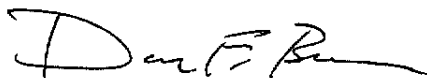
Meditrust Acquisition Company LLC certifies:

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.)

David F. Benson, Manager

Typed or printed name of signee

**Filing Fee: \$250.00 for Application and Affidavit**

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAY 12 PM 4:34

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:

Meditrust Acquisition Company 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

*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: Kathleen Jean LeBlanc, Asst Vice President

(Signature)

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

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MEDITRUST ACQUISITION 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 FIFTH DAY OF MAY, A.D. 1999.

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAY 12 PM 4:34

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05-05-99



*Edward J. Freel*  
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: