

P960000070023
CT CORPORATION SYSTEM

2 Oliver Street
Boston, MA 02109
Tel. 617 482 4006
Fax 617 482 2795

August 16, 1996

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Natick Pembroke Realty Corp. (FL)
Order #: 618978

Sir/Madam:

As requested by counsel, we enclose for filing Articles of Incorporation on behalf of this corporation, together with funds in payment of the required fees. This document should be filed upon receipt.

Evidence of the filing should be returned to this office.

If you have any questions or if for any reason the filing cannot be effected promptly, please notify this office of the details by calling our toll-free number: 1-800-225-2034.

Very truly yours,

Amy
Amy Berteletti
Customer Specialist

/cme

Enclosure

9000001927119
-08/20/96--01138--001
*****70.00 *****70.00

FILED
95 AUG 20 PM 12:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
36 AUG 20 PM 12:51
CLERK OF DISTRICT COURT
JULIA A. HARRIS

(b) STATEMENT OF THE VARIATIONS IN THE RELATIVE RIGHTS AND PREFERENCES AS BETWEEN SERIES INsofar AS THE SAME ARE TO BE FIXED IN THE ARTICLES OF INCORPORATION:

<u>SERIES</u>	<u>RELATIVE RIGHTS</u>	<u>PREFERENCES</u>
<u>N/A</u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>

(c) STATEMENT OF ANY AUTHORITY TO BE VESTED IN THE BOARD OF DIRECTORS TO ESTABLISH SERIES AND FIX AND DETERMINE THE VARIATIONS IN THE RELATIVE RIGHTS AND PREFERENCES BETWEEN SERIES:

N/A

SIXTH: PROVISIONS GRANTING PREEMPTIVE RIGHTS ARE:

None

SEVENTH: PROVISIONS FOR THE REGULATION OF THE INTERNAL AFFAIRS OF THE CORPORATION ARE:

See Attached Rider A

EIGHTH: THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS C/O CT CORPORATION SYSTEM, 1200 SOUTH PINE ISLAND ROAD,
CITY OF PLANTATION, FLORIDA 33324, AND THE NAME OF ITS INITIAL REGISTERED AGENT AT SUCH ADDRESS IS CT CORPORATION SYSTEM

*NINTH: THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS 3 (Three), AND THE NAMES AND ADDRESSES OF THE PERSONS WHO ARE TO SERVE AS DIRECTORS UNTIL THE FIRST ANNUAL MEETING OF SHAREHOLDERS OR UNTIL THEIR SUCCESSORS ARE ELECTED AND SHALL QUALIFY ARE:

Herbert J. Zarkin, One Mercer Road, Natick, MA 01760
Edward J. Weisberger, One Mercer Road, Natick, MA 01760
Sarah M. Gallivan, One Mercer Road, Natick, MA 01760

TENTH: THE NAME AND ADDRESS OF EACH INCORPORATOR IS:

Christine M. Eastwine, 2 Oliver St., Boston, MA 02109
Tammy L. Fischer, 2 Oliver St., Boston, MA 02109
Jennifer Lombardi, 2 Oliver St., Boston, MA 02109

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TALLAHASSEE, FLORIDA

THE UNDERSIGNED HAS (HAVE) EXECUTED THESE ARTICLES OF INCORPORATION

THIS 16th DAY OF August, 1996.

Christine M. Eastwine
SIGNATURE/TITLE

Christine M. Eastwine

Tammy L. Fischer
SIGNATURE/TITLE

Tammy L. Fischer

Jennifer Lombardi
SIGNATURE/TITLE

Jennifer Lombardi

ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN SECTION
607.0501 (3) F.S.: CT CORPORATION SYSTEM IS FAMILIAR WITH AND
ACCEPTS THE OBLIGATIONS PROVIDED FOR IN SECTION 607.0505.

CT CORPORATION SYSTEM

DATED 8/16, 1996

BY Charles W. Meyer

Charles W. Meyer
(TYPE NAME OF OFFICER)

Assistant Secretary
(TITLE OF OFFICER)

ARTICLE A

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve a knowing violation of law, (iii) not permitted to be indemnified against under the Florida General Corporation Act, or (iv) for any transaction from which the director derived an improper personal benefit. If the Florida General Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the full extent permitted by the Florida General Corporation Act, as so amended.

Any repeal or modification of the foregoing paragraph by the stockholders of the Corporation shall not adversely affect any right of protection of a director of the Corporation existing at the time of such repeal or modification.