Photosopola3 ct corporation system

2 Oliver Street Boston, MA 02109 Tel. 617 482 4006 Fox 617 482 2795 August 16, 1996

Socretary 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

900001927119 -08/20/96--01138--001 ******70.00 ******70.00

FILED
95 NUS 20 PHI2: 51
96 NUS 27 PHI2: 51

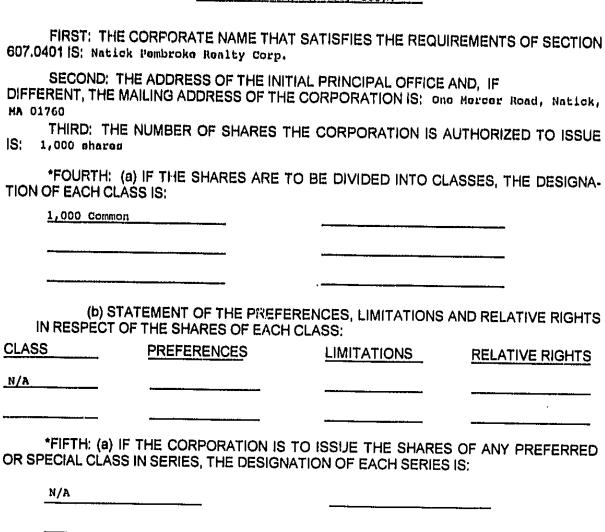
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STATE OF FLORIDA

ARTICLES OF INCORPORATION

OF

Natick Pombroke Realty Corp.



(*Optional)

(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: SERIES RELATIVE RIGHTS PREFERENCES (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: SIXTH: PROVISIONS GRANTING PREEMPTIVE RIGHTS ARE: SEVENTH: PROVISIONS FOR THE REGUALTION 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 (Three) ___ AND THE NAMES AND ADDRESSES OF THE PERSONS WHO ARE TO SERVE AS DIRECTORS UNTIL THE FIRST ANNUAL MEETING OF SHAREHOLDERS CR UNTIL THEIR SUCCESSORS ARE ELECTED AND

SHALL QUALIFY ARE:

N/A

N/A

None

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



| THE UNDERSIGNED HAS (HAVE) EXECUTED THESE ARTICLES OF INCORPORATION | | | |
|---|------|---------------|---|
| THIS | 16th | DAY OF August | , 19 <u>.96</u> |
| | | • | SIGNATURE/TITLE Christino M. Eastwine SIGNATURE/TITLE Tammy L. Fischer SIGNATURE/TITLE Tammy L. Fischer 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 10 , 19 96

Charles W. Meyer
(TYPE NAME OF OFFICER)

Assistant Secretary
(TITLE OF OFFICER)

REDER A

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for damages for breach of fiduciary that 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 falth 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.