



**THE UNITED STATES
CORPORATION**
COMPANY

199000072/84

FILED

99 AUG 12 AM 8:17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 338989 4304847

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia Pizit

ORDER DATE : August 11, 1999

ORDER TIME : 10:16 AM

ORDER NO. : 338989-005

CUSTOMER NO: 4304847

200002958752-2

CUSTOMER: Mr. Justin Harvey
GOODWIN, PROCTER & HOAR LLP
GOODWIN, PROCTER & HOAR LLP
Exchange Place
53 State St., 23rd Floor
Boston, MA 021092881

DOMESTIC FILING

NAME: TMX ACQUISITION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

PH
8/13/99

RECEIVED

99 AUG 12 PM 4:37

ARTICLES OF INCORPORATION

OF

TMX Acquisition, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

FIRST: The name of the corporation is: TMX Acquisition, Inc.

SECOND: The street address of the initial principal office and mailing address of the corporation is:

c/o Meditrust Corporation
197 First Ave., Suite 300
Needham Heights, MA 02194

THIRD: The number of shares the corporation is authorized to issue is one hundred (100) shares of common stock, having a par value of one dollar (\$1.00) per share.

FOURTH: The street address of the initial registered office of the corporation is 1201 Hays Street, Tallahassee, FL 32301, and the name of its initial registered agent at such address is Corporation Service Company.

FIFTH: The name and address of the incorporator is:

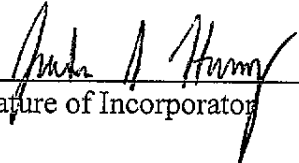
Justin Harvey
Goodwin, Procter & Hoar LLP
Exchange Place
Boston, MA 02109

SIXTH: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

SEVENTH: The business and affairs of the corporation shall be managed by or under the direction of the board of directors, and the directors need not be elected by ballot unless required by the by-laws of the corporation.

EIGHTH: In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the board of directors is expressly authorized to make, amend and repeal the by-laws.

NINTH: The corporation reserves the right to amend and repeal any provision contained in these Articles of Incorporation in the manner from time to time prescribed by the laws of the State of Florida. All rights herein conferred are granted subject to this reservation.



Signature of Incorporator

8/11/99
Date

DOCSC\784384.1

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

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: TMX Acquisition, Inc.

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

CORPORATION SERVICE COMPANY

(Name)

1201 HAYS STREET

(P.O. Box NOT acceptable)

TALLAHASSEE, FL. 32301

(City/State/Zip)

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Having been named as registered agent and to accept service of process for the above stated corporation 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.

Deborah D. Skipper
as its agent

SIGNATURE Deborah D. Skipper

DATE 8-12-99

REGISTERED AGENT FILING FEE: \$35.00