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State of Rhode Island and Providence Plantations

FOREIGN LIMITED PARTNERSHIP APPLICATION FOR CERTIFICATE OF REGISTRATION OF

GROVE OPERATING, L.P. Business

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-13-49 of the General Laws, 1956, as amended, the undersigned foreign limited partnership hereby applies for a Certificate of Registration to transact business in the State of Rhode Island and for that purpose submits the following statement:

FIRST: The name of the limited partnership is GROVE OPERATING, L.P. and if different, the name which it proposes to register and transact business in the State of Rhode Island is Grove operating Limited Partnership.
(If not applicable, so state)

SECOND: It is organized under the laws of Delaware and the date of its formation is November 1, 1996.

THIRD: The general character of the business it proposes to transact in Rhode Island is to own and operate real estate.

FOURTH: The Rhode Island address of its proposed agent for service of process on the foreign limited partnership is 222 Jefferson Boulevard, 2nd Floor, Warwick, RI 02888

and the name of the agent resident in Rhode Island at that address is United Corporate Services, Inc.

FIFTH: The foreign limited partnership hereby agrees that if the foreign limited partnership fails to appoint an agent for service of process or, if appointed, the agent's authority has been revoked or if the agent cannot be found or served with the exercise of reasonable diligence, the foreign limited partnership appoints the Secretary of State of the State of Rhode Island as its agent for service of process.

RECEIVED
SECRETARY OF STATE
APR 1 1997

FILED

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BY [Signature]
182303

Dated: March 26th, 1997.

GROVE OPERATING, L.P.

(Exact name of Limited Partnership making application)

By [Signature]
Grove Property Trust, General Partner

State of CT)
) : Sc.
County of Hartford)

At CONNECTICUT in said county on this 26th
day of MARCH, 1997 personally appeared before me
JOSEPH R. LABROSSE,
who, being by me first duly sworn, declared that he/she is a General Partner of the GROVE
OPERATING, L.P., that he/she signed the foregoing
document as a General Partner of the limited partnership, and that the statements therein contained are true.

[Signature: Sheila J. Daley]
Notary Public

SHEILA J. DALEY
NOTARY PUBLIC
MY COMMISSION EXPIRES MAY 31, 2001