

Filing Fee: \$50.00

68235

State of Rhode Island and Providence Plantations

FOREIGN LIMITED PARTNERSHIP
APPLICATION FOR
CERTIFICATE OF REGISTRATION
OF

SL Properties, Limited Partnership

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 SL Properties, Limited Partnership and, if different, the name which it proposes to register and transact business in the State of Rhode Island is not applicable

(If not applicable, so state)

SECOND: It is organized under the laws of the Commonwealth of Massachusetts and the date of its formation is November 22, 1991

THIRD: The general character of the business it proposes to transact in Rhode Island is to acquire, maintain, operate, lease, sell and otherwise deal with real estate and interests therein as well as to acquire, invest in, hold, manage, trade, sell and otherwise deal with real and personal tangible and intangible property of any nature

FOURTH: The Rhode Island address of its proposed agent for service of process on the foreign limited partnership is 1536 Westminster Street, Providence, Rhode Island 02909

and the name of the agent resident in Rhode Island at that address is Mark E. Liberati, Esq.

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limited partnership fails to appoint an agent for service of process or, if appointed, the agent's authority has been revoked or if the agent cannot be found or served with the exercise of reasonable dilligence, the foreign limited partnership appoints the Secretary of State of the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

SIXTH: The address of the office required to be maintained in the state of organization by the laws of that state or, if not so required, of the principal office of the foreign limited partnership is

SL Corporation, 50 Congress Street, Suite 417, Boston, Massachusetts 02109

SEVENTH: If the Certificate of Limited Partnership filed in the foreign limited partnership's state of organization is not required to include the names and business addresses of the partners, the following are the names and addresses of all partners: (If not applicable, so state)

General Partners	Address
SL Corporation	50 Congress Street, Ste. 417, Boston, MA 02109

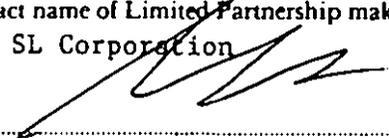
Limited Partners	Address
New England Mutual Life Insurance Company	c/o Boylston Capital Advisors, Inc. 501 Boylston Street, Boston, MA 02117
Northwestern National Life Insurance Company	c/o Washington Square Capital, Inc. 625 Marquette Avenue South, 1500 Northstar West, Minneapolis, MN 55402
Northern Life Insurance Company	c/o Washington Square Capital, Inc. 625 Marquette Avenue South 1500 Northstar West, Minneapolis, MN 55402
The North Atlantic Life Insurance Company of America	c/o Washington Square Capital, Inc. 625 Marquette Avenue South 1500 Northstar West, Minneapolis, MN 55402
Mutual Service Insurance Company	c/o Washington Square Capital, Inc. 625 Marquette Avenue South 1500 Northstar West, Minneapolis, MN 55402
Ministers Life, A Mutual Life Insurance Company	c/o Washington Square Capital, Inc. 625 Marquette Avenue South 1500 Northstar West, Minneapolis, MN 55402
UNUM Life Insurance Company of America	2211 Congress Street, Portland, ME 04122
UNUM Life Insurance Company	2211 Congress Street, Portland, ME 04122
First UNUM Life Insurance Company	2211 Congress Street, Portland, ME 04122

UNUM Pension and Insurance Company	2211 Congress Street, Portland, ME 04122
Connecticut Mutual Life Insurance Company	140 Garden Street, Hartford, CT 06154
State Mutual Life Assurance Company of America	440 Lincoln Street, Worcester, MA 01605
SMA Life Assurance Company	440 Lincoln Street, Worcester, MA 01605
General American Life Insurance Company	700 Market Street, St. Louis, MO 63101
Federal Deposit Insurance Corporation (as Receiver of New Bank of New England, N.A.)	c/o RECOLL, Management Corporation 28 State Street, Boston, MA 02109
Den Danske Bank Aktieselskab	280 Park Avenue, 4th Floor -- East Building New York, NY 10017
Boston Safe Deposit and Trust Company	One Boston Place, Boston, MA 02108
Shawmut Bank, N.A., successor to The Connecticut National Bank	c/o Shawmut Bank, N.A., One Federal Street Boston, MA 02211
UNIBANK A/S (formerly Privatbanken)	13-15 West 54th Street, New York, NY 10019-540
First Bank National Association	First Bank Place East, Minneapolis, MN 55480
Banque Francaise Du Commerce Exterieur	New York Branch -- 645 Fifth Avenue New York, NY 10022

Dated May 6, 19 92.

SL Properties, Limited Partnership
(Exact name of Limited Partnership making application)

BY: SL Corporation

By 
(General Partner)
Stanley Miller, President and Treasurer

State of Massachusetts

County of Suffolk

} Sc.

At Boston in said county on this 6th

day of May, 19 92, personally appeared before me

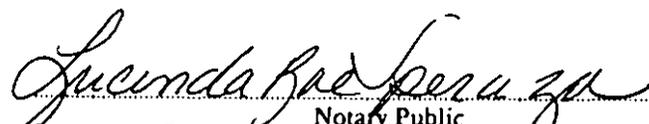
Stanley Miller, President and Treasurer of SL Corporation,

who, being by me first duly sworn, declared that he/she is a General Partner of the SL Properties,

Limited Partnership,

that he/she signed the foregoing

document as a General Partner of the limited partnership, and that the statements therein contained are true.


Notary Public
Lucinda Rae Speranza

My Commission expires: October 31, 1997

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV.

MAY 8 3 21 PM '92

REC'D & FILED MAY 8 1992



The Commonwealth of Massachusetts
Office of the Secretary of State
State House, Boston 02133

MICHAEL J. CONNOLLY
SECRETARY OF STATE

April 14, 1992

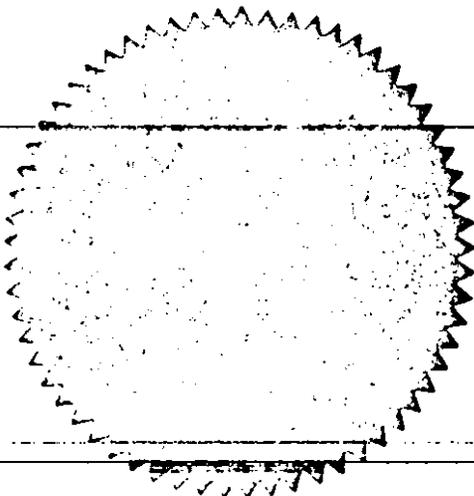
To Whom it May Concern:

I hereby certify that according to the records in this office, a Certificate of Formation of Limited Partnership was filed in the Office of the Secretary of State by
SL PROPERTIES, LIMITED PARTNERSHIP
in accordance with the provisions of Massachusetts General Laws, Chapter 109, on November 22, 1991.

I also certify that the names of the General Partners as listed in the most recent filing are as follows:
SL CORPORATION, 50 Congress Street, Suite 417, Boston, MA 02109.

I further certify that said Limited Partnership has not filed a Certificate of Cancellation to date.

IN TESTIMONY of which, I have hereunto
affixed the Great Seal of
the Commonwealth on the
date first above written.



Michael J. Connolly

Secretary of State

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