

Filing Fee: \$50.00

61839

State of Rhode Island and Providence Plantations

FOREIGN LIMITED PARTNERSHIP
APPLICATION FOR
CERTIFICATE OF REGISTRATION
OF

NEW ENGLAND RESIDENTIAL 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:

NEW ENGLAND RESIDENTIAL PROPERTIES
LIMITED PARTNERSHIP

FIRST: The name of the limited partnership is 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 September 4, 19 87.

THIRD: The general character of the business it proposes to transact in Rhode Island is To acquire, hold, maintain, develop, improve, operate, sell, lease, finance, dispose and otherwise invest in and deal with a diversified portfolio of existing, income-producing, residential real properties, and to engage in any other activities related or incidental thereto.

FOURTH: The Rhode Island address of its proposed agent for service of process on the foreign limited partnership is 321 South Main Street, Providence, RI 02909 and the name of the agent resident in Rhode Island at that address is Amy Hanford

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limited partnership fails to appoint an agent for service of process or, if appointed, the agent's authority has been revoked or if the agent cannot be found or served with the exercise of reasonable dilligence, the foreign limited partnership appoints the Secretary of State of the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

Rec'd & Filed DEC 28 1987

Handwritten signature

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.....

257 Newbury Street

Boston, MA 02116

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

Barry D. Libert

257 Newbury Street

Boston, MA 02116

Jeffrey A. Libert

257 Newbury Street

Boston, MA 02116

Limited Partners

Address

Tucker Anthony Realty Corporation

One Beacon St., Boston, MA 02108

Freedom Partners III

One Beacon St., Boston, MA 02108

Lone Rock

One Beacon St., Boston, MA 02108



Dated December 23, 19 87

**NEW ENGLAND RESIDENTIAL PROPERTIES
LIMITED PARTNERSHIP**

(Exact name of Limited Partnership making application)

By

(General Partner)

State of Rhode Island

County of Providence

} Sc.

At Providence in said county on this twenty-third
day of December, 19 87, personally appeared before me
Brian Libert

who, being by me first duly sworn, declared that he/she is a General Partner of the New England
Residential 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
My Commission Expires June 30, 1991



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

MICHAEL JOSEPH CONNOLLY
SECRETARY OF STATE

November 27, 1987

To Whom it May Concern:

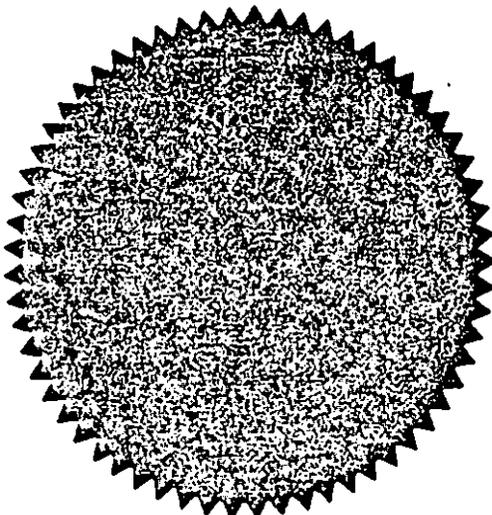
I hereby certify that according to the records in this office, a Certificate of Formation of Limited Partnership was filed in the Office of the Secretary of State by
New England Residential Properties Limited Partnership
in accordance with the provisions of Massachusetts General Laws, Chapter 109, on September 4, 1987

I also certify that the names of the General Partners as listed in the most recent filing are as follows:
Barry D. Libert Jeffrey A. Libert
257 Newbury St., 257 Newbury St.,
Boston, MA Boston, MA

I further certify that so far as appears of record here, said Certificate of Limited Partnership has not been cancelled to date.

IN TESTIMONY of which, I have hereunto

affixed the Great Seal of
the Commonwealth on the
date first above written.



Michael Joseph Connolly

Secretary of State