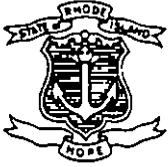


Filing and License Fee: \$310.00 minimum

ID Number: 154662



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

06 MAR -9 AM 9:36

Pursuant to the provisions of Section 7-1.2-1405 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is TOLL NORTHEAST LP COMPANY, INC.
2. It is incorporated under the laws of the State of Delaware
3. The name, if different, which it elects to use in Rhode Island is:
 - (a) *If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island.*
 - (b) *If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:*
4. The date of its incorporation is October 31, 2003 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 1105 N. Market St., Suite 1300 Wilmington, DE 19801
6. The address of its proposed registered office in Rhode Island is 10 Weybosset Street
(Street Address, not P.O. Box)
Providence, RI 02903 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)
that address is C T Corporation System
(Name of Agent)
7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
Manage and maintain income derived from the ownership of various limited partnership interests.
8. (a) The names and respective addresses of its directors (optional unless directors are required under the laws of the state or country of which it is incorporated).

	<u>Name</u>	<u>Address</u>
Director	Ann DiFiore	250 Gibraltar Rd. Horsham, PA 19044
Director	Joel Rassman	250 Gibraltar Rd. Horsham, PA 19044
Director	Joseph DeSanto	250 Gibraltar Rd. Horsham, PA 19044
Director	Donald McLamb, Jr.	1105 N. Market St., Suite 1414 Wilmington, DE 19801

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- (b) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated).

	<u>Name</u>	<u>Address</u>
President	<u>Donald McLamb, Jr.</u>	<u>1105 N. Market St, Ste 1414 Wilmington, DE 19801</u>
Exec. Vice President	<u>Joel Rasmussen</u>	<u>250 Gibraltar Rd. Horsham, PA 19801</u>
Treasurer	<u>Donald McLamb, Jr.</u>	<u>same as above</u>
Secretary	<u>Donald McLamb, Jr.</u>	<u>same as above</u>
Vice Pres.	<u>Joseph DeSanto</u>	<u>250 Gibraltar Rd. Horsham, PA 19044</u>

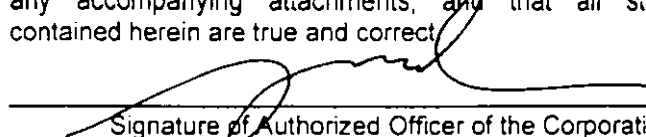
- 9 The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
<u>3,000</u>	<u>common stock</u>		<u>\$1.00</u>

10. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 900,762,000.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 6,917,000.
- (c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 0.76 %. [divide (b) by (a) and multiply by 100 to obtain the percentage].
11. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 752,877,000.
- (b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 27,374,000.
- (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 3.6 % [divide (b) by (a) and multiply by 100 to obtain the percentage].
12. This application is accompanied by a certificate of Good Standing issued by the proper officer of the state or country under the laws of which it is incorporated.
13. This Application for Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing _____

Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 3/2/06



 Signature of Authorized Officer of the Corporation
 Joseph DeSanto, Vice President

 Type or Print Name of Authorized Officer

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "TOLL NORTHEAST LP COMPANY, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE THIRTY-FIRST DAY OF OCTOBER, A.D. 2003, AT 4:23 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 4513934

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DATE: 02-09-06