

Filing fee: \$150.00
License fee: \$15.00 minimum
(Section 7-1.1-124)



State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RI 02903-1335

BUSINESS CORPORATION

Corp. I.D. # 95662

APPLICATION FOR CERTIFICATE OF AUTHORITY OF

BV Estates, Inc.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned 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:

FIRST: The name of the corporation is BV Estates, Inc.

SECOND: The name which it elects to use in Rhode Island is BV Estates, Inc.

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island)

THIRD: It is incorporated under the laws of Commonwealth of Massachusetts

FOURTH: The date of its incorporation is June 20, 1997 and the period of its duration is perpetual

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is 47 Northgate Road, Wellesley, MA 02181

SIXTH: The address of its proposed registered office in Rhode Island is 10 Weybosset Street, Providence and the name of its proposed registered agent in Rhode Island at that address is Edward D. Feldstein


Signature

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are

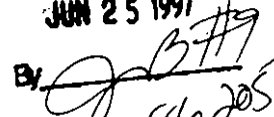
To engage in real estate ventures of all kinds including, but not limited to, participation as a general and/or limited partner in partnerships engaged in the ownership, development and/or operation of real property of any and all kinds, and to obtain mortgage financing for real estate ventures, and to engage in any and all business and activities which may lawfully be engaged in by a corporation organized pursuant to MGL c 156B.

16 JUN 1997

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By 
186205

EIGHTH: The names and respective addresses of its directors and officers are:

Name	Office	Address
Edward E. Zuker	Director	1223 Beacon St., Brookline, MA 02146
Richard M. Lappin	Director	47 Northgate Rd., Wellesley, MA 02181
	Director	
Edward E. Zuker	President	1223 Beacon St., Brookline, MA 02146
Richard M. Lappin	Vice President	47 Northgate Rd., Wellesley, MA 02181
Richard M. Lappin	Secretary	47 Northgate Rd., Wellesley, MA 02181
Richard M. Lappin	Treasurer	47 Northgate Rd., Wellesley, MA 02181

NINTH: 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:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
3000	Common		\$.01

TENTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
400	Common		\$.01

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 6,000,000

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ 6,000,000

THIRTEENTH: - An estimate of the gross amount of business to be transacted by it during such year is \$ 1,000,000

FOURTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode island during such year is \$ 1,000,000

FIFTEENTH: This application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated June 25, 1997

BV Estates, Inc.

(Exact Corporate Name of corporation Making Application)

By [Signature]
Its Vice President
and [Signature]
Its Secretary

STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE

} Sc.

AT Providence in said County on the 25th day
of June 1997, before me personally appeared Richard M.
Lappin, who being by me first duly sworn, declared that
he ~~is~~ is the Vice President of BV Estates, Inc.,
that he ~~is~~ signed the foregoing document as such Vice President of the
corporation, and that the statements therein contained are true.

[Signature]
Notary Public

(NOTARIAL SEAL)



William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02133

June 23, 1997

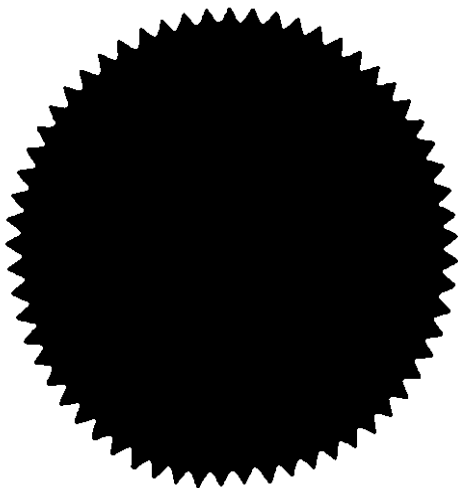
TO WHOM IT MAY CONCERN:

I hereby certify that according to the records of this office

BV Estates, Inc.

is a domestic corporation organized on **June 20, 1997**, under the General Laws of the Commonwealth of Massachusetts.

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156B section 101 for said corporations dissolutions; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



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

William Francis Galvin

Secretary of the Commonwealth

JBM

* This is not a tax clearance. Certificates certifying that all taxes due and payable by the corporation have been paid or provided for are issued by the Department of Revenue.

** MGL Chapter 156B Section 83A provides that certain consolidations and mergers may be filed with the division within thirty days after the effective date of the merger or consolidation.