

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RI 02903

81889

Corp. I.D. # Applied For

APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF

STRAWBERRY FIELD 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 Strawberry Field Estates Inc.

SECOND: The name which it elects to use in Rhode Island is

Strawberry Field 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 Delaware.

FOURTH: The date of its incorporation is October 19, 1994 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 The Corporation Trust Center
1209 Orange Street, Wilmington, DE 19801

SIXTH: The address of its proposed registered office in Rhode Island is 123 Dyer Street,
Providence, R. I. 02903 and the name of its proposed registered agent in
Rhode Island at that address is C T CORPORATION SYSTEM

C T CORPORATION SYSTEM

Charles W. Meyer
Signature

CHARLES W. MEYER
SPECIAL ASST. SECRETARY

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

To directly or indirectly engage in all aspects of the investment in real estate and related matters including owning, leasing and developing whether by ground lease or otherwise. To engage in all business incidental or related thereto.

FILED

NOV 10 1994

By 4639131718

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

<u>Name</u>	<u>Office</u>	<u>Address</u>
Charles E. Buckley	Director	75 Hamilton Drive, East Greenwich, RI 02818
Robert Armstrong	Director	65 Newell Drive, N. Attleboro, MA 02760
	Director	
Charles E. Buckley	President	Same as above
James Stanley	Senior Vice President	6 Lincoln Close Buckden Huntingdon Cambridgeshire England
Burnett W. Norton	Secretary	103 Ellis Street, Seekonk, MA 02771
Charles E. Buckley	Treasurer	Same as above

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:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
3,000	Common	SECRETARY SECRETARY CHARLES W. MEYER	\$1.00

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:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
100	Common	--	\$1.00

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 100

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ 100

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 5,000

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 \$ 5,000

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 November 2, 1994

Strawbery Field Estates, Inc.

[Exact Corporate Name of Corporation Making Application]

By Chad B. Buehler
Its President
and Burnett W. Norton
Its Secretary

STATE OF Massachusetts }
COUNTY OF Bristol } Sc.

At South Fitchburg in said County on the 2nd day
of November 1994, before me personally appeared
Burnett W. Norton, who being by me first duly sworn, declared that
he is the Secretary of Strawberry Field Estates Inc.,
that he signed the foregoing document as such Secretary of the
corporation, and that the statements therein contained are true.

Cheryl M. Engler
Notary Public

(NOTARIAL SEAL)

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "STRAWBERRY FIELD ESTATES INC.", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF OCTOBER, A.D. 1994, AT 4:30 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

7293871

11-07-94