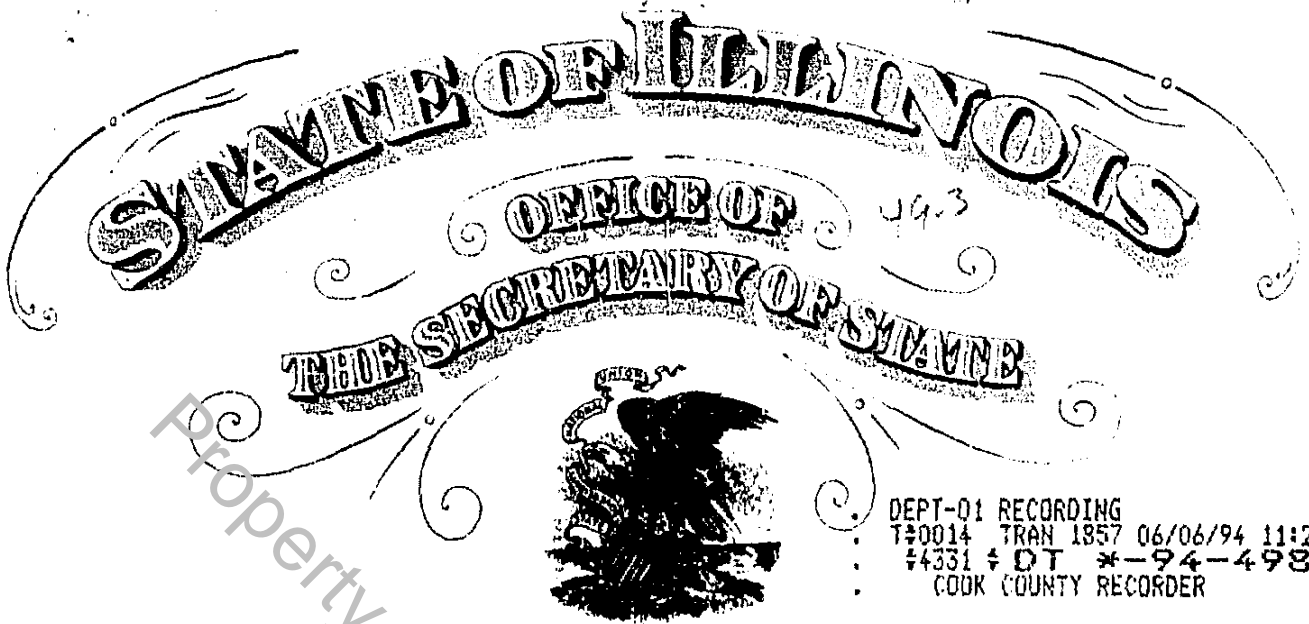


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File Number 5780-538-8

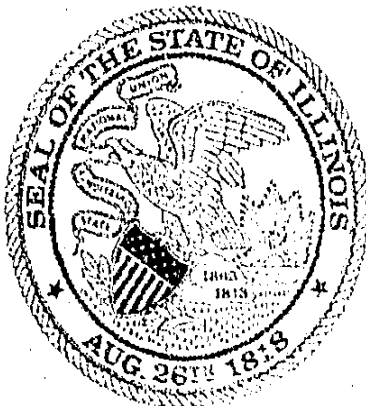
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**Whereas,** APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN THIS STATE OF BEACON PROPERTIES CORPORATION INCORPORATED UNDER THE LAWS OF THE STATE OF MARYLAND HAS BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE TO TRANSACT ALL BUSINESS IN ILLINOIS UNDER THE ASSUMED NAME OF BEACON OFFICE PROPERTIES, INC. AS PROVIDED BY THE "BUSINESS CORPORATION ACT" OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

*Now Therefore, I, George H. Ryan, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.*

**In Testimony Whereof,** *I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this* 12TH *day of* MAY *A.D. 19* 94 *and of the Independence of the United States the two hundred and* 18TH



*George H. Ryan*  
 SECRETARY OF STATE

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Form **BCA-4.15/**  
**4.20**  
(Rev. Jul. 1984)

## APPLICATION TO ADOPT, CHANGE OR CANCEL, AN ASSUMED CORPORATE NAME

File # 5780-938-8

George H. Ryan  
Secretary of State  
Department of Business Services  
Springfield, IL 62758  
Telephone (217) 782-9520

# FILED

SUBMIT IN DUPLICATE

MAY 12 1994

This space for use by  
Secretary of State

Date 5/12/94

Filing Fee \$50.00

Approved: [Signature]

Remit payment in check or money  
order, payable to "Secretary of State".

GEORGE H. RYAN  
SECRETARY OF STATE

1. CORPORATE NAME: Beacon Properties Corporation

2. State or Country of Incorporation: Maryland

3. Date incorporated (if an Illinois corporation) or date authorized to transact business in Illinois (if a foreign corporation): May 12, 19 94.

(Complete No. 4 and No. 5 if adopting or changing an assumed corporate name.)

4. The corporation intends to adopt and to transact business under the assumed corporate name of:  
Beacon Office Properties, Inc.

5. The right to use the assumed corporate name shall be effective from the date this application is filed by the Secretary of State until May 1, 19 95, the first day of the corporation's anniversary month in the next year which is evenly divisible by five.

(Complete No. 6 if changing or cancelling an assumed corporate name.)

### EXPEDITED

6. The corporation intends to cease transacting business under the assumed corporate name May 12, 1994

SECRETARY OF STATE

7. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true.

Dated May 10, 19 94 Beacon Properties Corporation  
(Exact Name of Corporation)

attested by Kathleen M. McCarthy  
(Signature of Secretary or Assistant Secretary)

by Robert J. Perriello  
(Signature of President or Vice President)

Kathleen M. McCarthy  
(Type or Print Name and Title) Secretary

Robert J. Perriello, Sr. Vice President  
(Type or Print Name and Title)

NOTE: The filing fee to adopt an assumed corporate name is \$20 plus \$2.50 for each month or part thereof between the date of filing this application and the date upon which the corporation may renew its use.

The fee for cancelling an assumed corporate name is \$5.00.

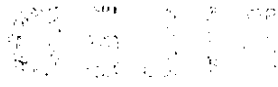
The fee to change an assumed name is \$25.

C-148.7

(ILL. - 861 - 6/15/92)

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OFFICE OF THE CLERK OF THE SUPREME COURT  
STATE OF ILLINOIS

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Form **BCA-13.15**

APPLICATION FOR CERTIFICATE  
OF AUTHORITY TO  
TRANSACTION BUSINESS IN ILLINOIS

SUBMIT IN DUPLICATE

(Rev. Jan. 1991)

George H. Ryan  
Secretary of State  
Department of Business Services  
Springfield, IL 62758  
Telephone (217) 782-1834

**FILED**

MAY 12 1994

GEORGE H. RYAN  
SECRETARY OF STATE

This space for use by  
Secretary of State

Date

5/12/94

License Fee

Franchise Tax

Filing Fee

Penalties

Approved

\$ 25.00

\$ 75.00

\$ 100.00

Payment must be made by certified check, cashier's check, Illinois attorney's check, Illinois C.P.A.'s check or money order, payable to "Secretary of State."

1. (a) CORPORATE NAME: Beacon Properties Corporation

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: Beacon Office Properties, Inc.

(By enclosing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.16 is attached.)

2. (a) State or Country of Incorporation: Maryland

(b) Date of Incorporation: March 4, 1994

(c) Period of Duration: Perpetual

3. (a) Address of the principal office, wherever located. (b) Address of principal office in Illinois:

50 Rowe Wharf

None

Boston, Massachusetts 02110

4. Name and address of the registered agent and registered office in Illinois.

**EXPEDITED**

Registered Agent C T Corporation System

First Name

Middle Name

Last Name

Registered Office c/o C T Corporation System, 209 S. La Salle Street

Number

Street

Suite #

SECRETARY OF STATE

Chicago

60604

Cook

City

Zip Code

County

5. States and countries in which it is admitted or qualified to transact business:

None

6. Names and residential addresses of officers and directors:

Name

No. & Street

City

State

Zip

President see attached list of officers

Secretary

Director see attached list of directors

Director

Director

(ILL. - 573 - 7/1/92)

If more than 3, attach list

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## 7. Purpose or purposes proposed to be pursued in transacting business in this state:

(If not sufficient space is shown this page, add one or more sheets of this size.)

~~SMXXXXXXXXXXXX~~ To engage in the real estate business and to engage in any other lawful act or activity for which corporations may be organized under the Maryland General Corporation law and permitted under the Illinois Business Corporation Act.

## 8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common	(No series)	.01	100,000,000 ✓	200
Preferred	(No series)	.01	25,000,000 ✓	0
Excess	(No series)	.01	50,000,000	0

9. Paid-in Capital: \$ 2.00

("Paid-in Capital" means the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

- (Before minority interest)
10. (a) Give an estimate of the total value of all the property\* of the corporation for the following year: \$ 450,203,000
- (b) Give an estimate of the total value of all the property\* of the corporation for the following year that will be located in Illinois: \$ 50,000
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 68,059,000
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 118,000

## 11. Interrogatories:

- (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance: Office: 50 Rowes Wharf, Boston, Massachusetts 02119.
- (b) Number of shares of all classes owned by residents of Illinois: 0
- (c) Number of shares of all classes owned by non-residents of Illinois: 200
- (d) Is the corporation transacting business in this state at this time? No
- (e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true.

Dated May 7th 1994 Real Properties Corporation  
(Exact Name of Corporation)

attested by Kathleen McCarthy by Alan M. Leventhal  
(Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)

Kathleen McCarthy, Secretary Alan M. Leventhal, President  
(Type or Print Name and Title) (Type or Print Name and Title)

\* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

\*\* When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).

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## BEACON PROPERTIES CORPORATION

### Directors

<u>Name</u>	<u>Residential Address</u>	<u>Business Address</u>
Edwin N. Sidman	140 Dartmouth Street West Newton, MA 02165	50 Rowes Wharf Boston, MA 02110
Alan M. Leventhal	33 Wykeham Road West Newton, MA 02165	50 Rowes Wharf Boston, MA 02110
Norman B. Leventhal	12 Sloans Curve Drive Palm Beach, FL 33480	50 Rowes Wharf Boston, MA 02110

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## Directors and Officers

### Officers

<u>Name</u> <u>Sec. No.</u>	<u>Title</u>	<u>Business Address</u>	<u>Residential Address</u>	<u>Social</u>
Edwin N. Sidman	Chairman of the Board of Directors	50 Rowes Wharf Boston, MA 02110	140 Dartmouth St. W. Newton, MA 02165	
Alan M. Leventhal	President and Chief Executive Officer	50 Rowes Wharf Boston, MA 02110	33 Wykelham Rd. W. Newton, MA 02165	013-38-4002
Lionel P. Fortin	Senior Vice President Chief Operating Officer and Chief Financial Officer	50 Rowes Wharf Boston, MA 02110	85 Brookside Rd. Bridgewater, MA 02324	
Douglas S. Mitchell	Senior Vice President - Leasing and Management	50 Rowes Wharf Boston, MA 02110	138 Langwood Ave. Brookline, MA 02178	
Robert J. Petriello	Senior Vice President - Finance and Asset Management	50 Rowes Wharf Boston, MA 02110	85 Brookside Drive Bridgewater, MA 02324	
James M. Becker	Senior Vice President - Construction and Development	50 Rowes Wharf Boston, MA 02110	34 Juniper Rd. Belmont, MA 02178	
Kathleen McCarthy	Secretary	50 Rowes Wharf Boston, MA 02110	157 Billings Rd., #2 N. Quincy, MA 02171	030-50-0348
Nancy Broderick	Treasurer	50 Rowes Wharf Boston, MA 02110	3302 Woodbridge Rd. Penbody, MA 01960	021-50-6531
Myrna Putziger	Assistant Secretary	50 Rowes Wharf Boston, MA 02110	30 King Street Cohasset, MA 02025	

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