

File Number 5993-735-9

State of Illinois
Office of
The Secretary of State

Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT
BUSINESS IN THIS STATE OF WASH DEPOT XIV, INC.
INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE HAS BEEN FILED
IN THE OFFICE OF THE SECRETARY OF STATE 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 8TH
day of MAY A.D. 19 98 and of
the Independence of the United States the two
hundred and 22ND



George H Ryan

Secretary of State

*SYES
D/H/NO
M/YES*

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Form **BCA-13.15**

(Rev. Jan. 1995)

APPLICATION FOR CERTIFICATE
OF AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS

SUBMIT IN DUPLICATE!

George H. Ryan, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1834
http://www.sos.state.il.us

This space for use by Secretary of State

FILED

MAY 08 1998

GEORGE H. RYAN
SECRETARY OF STATE

This space for use by
Secretary of State

Date 5-8-98

License Fee \$

Franchise Tax \$ 25.00

Filing Fee \$ 75.00

Penalties \$

Approved: Jek 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: Wash Depot XIV, Inc.

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

(b) ASSUMED CORPORATE NAME:

(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

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

(b) Date of Incorporation: April 7, 1998

(c) Period of Duration: Perpetual

3. (a) Address of the principal office, wherever located: 435 Eastern Avenue
Malden, Massachusetts 02148

(b) Address of principal office in Illinois:
(If none, so state) None

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

Registered Agent CT Corporation System

First Name Middle Name Last Name

Registered Office 208 South LaSalle Street

Number Street Suite #

Chicago, Illinois 60604 Cook

City Zip Code County

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)

Delaware IL FS

6. Names and residential addresses of officers and directors: **** SEE ATTACHED LIST ****

Name	No. & Street	City	State	Zip
President				
Secretary				
Director				
Director				
Director				

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 to cover this point, add one or more sheets of this size.)

44 To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware, and permitted under the Illinois Business Corporation Act of 1983.

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common	--	.001	100,000	100

9. Paid-in Capital: \$ 100.00
('Paid-in Capital' replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property* of the corporation for the following year: \$ 2,425,000.
- (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: \$ 2,425,000.
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 950,000.
- (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: \$ 950,000.

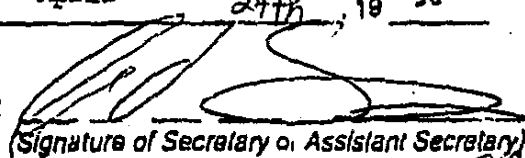
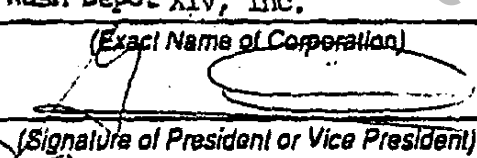
11. Interrogatories: (Important - this section must be completed.)

- ** (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance: Wash Depot
(b) Number of shares of all classes owned by residents of Illinois: none 435 Eastern Ave.
(c) Number of shares of all classes owned by non-residents of Illinois: 100 Malden, MA 02148
(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 certified 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. (All signatures must be in **BLACK INK**.)

Dated April 24th, 19 98 Wash Depot XIV, Inc.
(Exact Name of Corporation)

attested by  by 
(Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)
ANDREW F. SMITH Secretary EXECUTIVE VICE PRES.
(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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Addendum to
Application for Certificate of Authority
to Transact Business in Illinois
Wash Depot XIV, Inc.
April 27, 1998

Question #6:

Names and residential addresses of officers and directors:

Officers:

<u>Office</u>	<u>Name</u>	<u>Address</u>
1. President and Chief Executive Officer	- David Smith	435 Eastern Avenue Malden, MA 02148
2. Executive Vice President and Secretary	- Andrew Smith	435 Eastern Avenue Malden, MA 02148
3. Executive Vice President Treasurer and Assistant Secretary	- Gregory S. Anderson	435 Eastern Avenue Malden, MA 02148
4. Executive Vice President and Assistant Secretary	- Michael Rizzo	435 Eastern Avenue Malden, MA 02148
5. Vice President	- Mitchell E. Russell	1767 Sentry Parkway Suite 210 Blue Bell, PA 19422

Directors:

<u>Name</u>	<u>Address</u>
1. Gregory S. Anderson	435 Eastern Avenue Malden, MA 02148
2. Andrew Smith	435 Eastern Avenue Malden, MA 02148

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