

State of Idaho

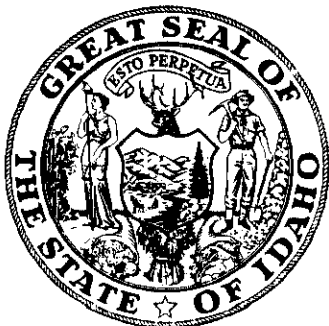
Department of State

CERTIFICATE OF REGISTRATION
OF
ONE IRVING ASSOCIATES LIMITED PARTNERSHIP
File Number L4038

I Pete T. Cenarrusa, Secretary of State of the State of Idaho, hereby certify that an Application for Registration, duly executed pursuant to the provisions of the Idaho Limited Partnership Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Registration to transact business in this State and attach hereto a duplicate of the Application for Registration.

Dated: April 8, 1999



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sonya Herold*

APPLICATION FOR REGISTRATION OF FOREIGN LIMITED PARTNERSHIP

(Instructions on back of application)

To the Secretary of State of Idaho:

Pursuant to the Chapter 2, Title 53, Idaho Code, the undersigned Limited Partnership hereby applies for registration to transact business in Idaho, and for that purpose submits the following statement:

- The name of the limited partnership is One Irving Associates
Limited Partnership
- The name which it shall use in Idaho is One Irving Associates
Limited Partnership
- It was organized under the laws of Massachusetts on 10/10/1979
(state of organization) (date)
- The address of its registered or principal office in the state or country under the laws of which it is organized is Five Cambridge Center 9th Floor
Cambridge, MA 02142
- The name and street address of its proposed registered agent in Idaho are _____
Corporation Service Company, 1401 Shoreline Drive, Boise, Idaho 83702
- The address at which a list of the names, addresses and contributions of the limited partners is kept is Five Cambridge Center 9th Floor
Cambridge, MA 02142
(The limited partnership agrees to keep the list until its registration is cancelled or withdrawn.)

8. The name and business address of each general partner are:

Name	Address
<u>Linnaeus-Franklin Associates Limited Partnership</u>	<u>Five Cambridge Center</u> <u>9th Floor</u> <u>Cambridge, MA 02142</u>
_____	_____
_____	_____
_____	_____

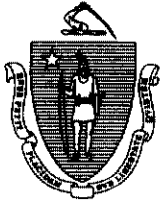
Dated April 2, 1999
By: Linnaeus-Franklin Associates Limited Partnership, general partner
By: Winthrop Financial Associates, A Limited Partnership, its general partner
A General Partner
By: Peter Drayer Man, Exec. VP

9 / cop/forms/ALP.pms Revised 6/97

IDHO SECRETARY OF STATE
64/09/1999 09:00
CK: 13789 CT: 47921 BH: 285885

1 @ 100.00 = 100.00 REG FOR LP # 2
1 @ 20.00 = 20.00 CORP SUR # 3
1 @ 20.00 = 20.00 EXPEDITE C # 4

L 4038



William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02133

April 8, 1999

To Whom it May Concern:

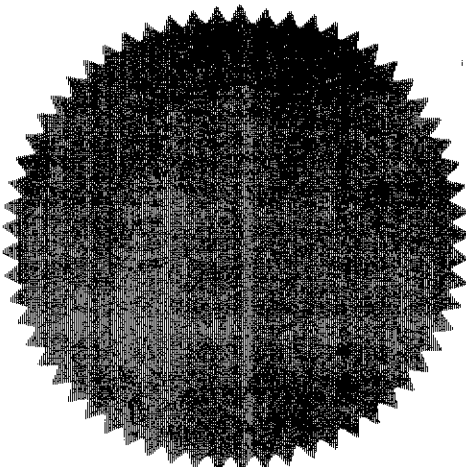
I hereby certify that according to the records in this office, a Certificate of Formation of Limited Partnership was filed in this office by

**ONE IRVING ASSOCIATES LIMITED
PARTNERSHIP**

in accordance with the provisions of Massachusetts General Laws, Chapter 109, on **October 10, 1979**.

I hereby certify that said Limited Partnership has not filed a Certificate of Cancellation to date.

APR 9 2 22 PM '99



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