

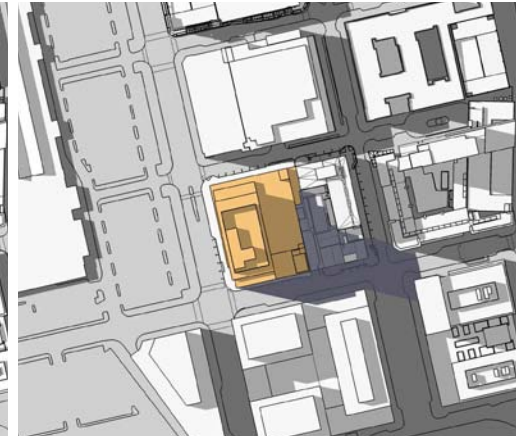
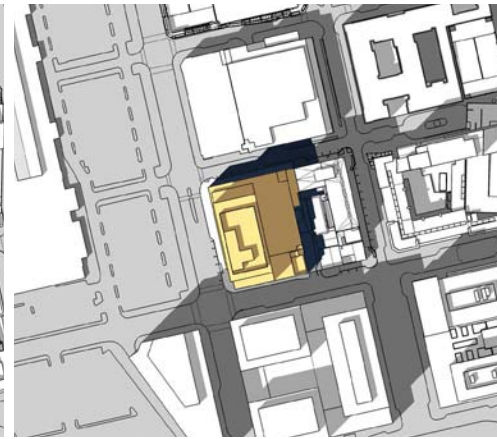
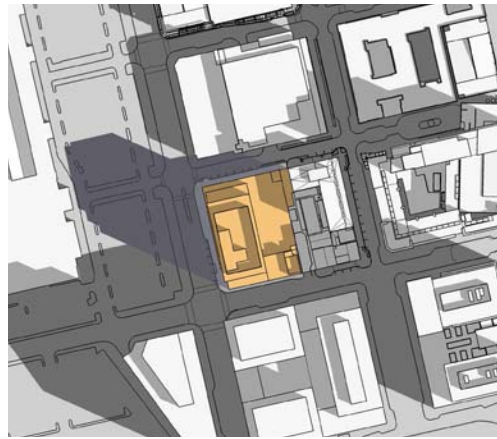
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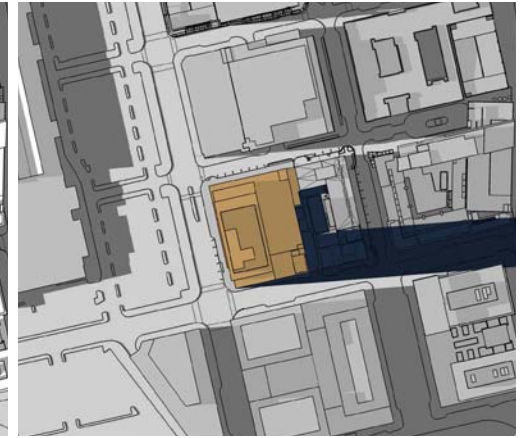
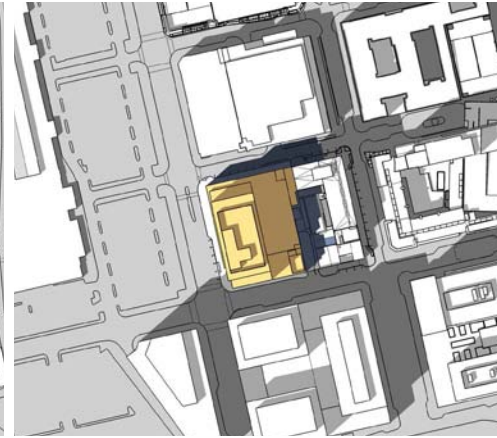
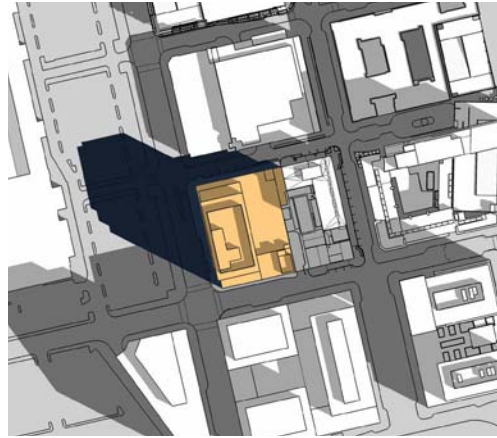
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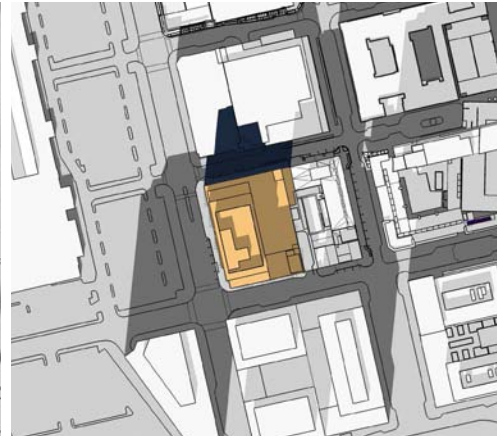
MARCH 21



JUNE 21



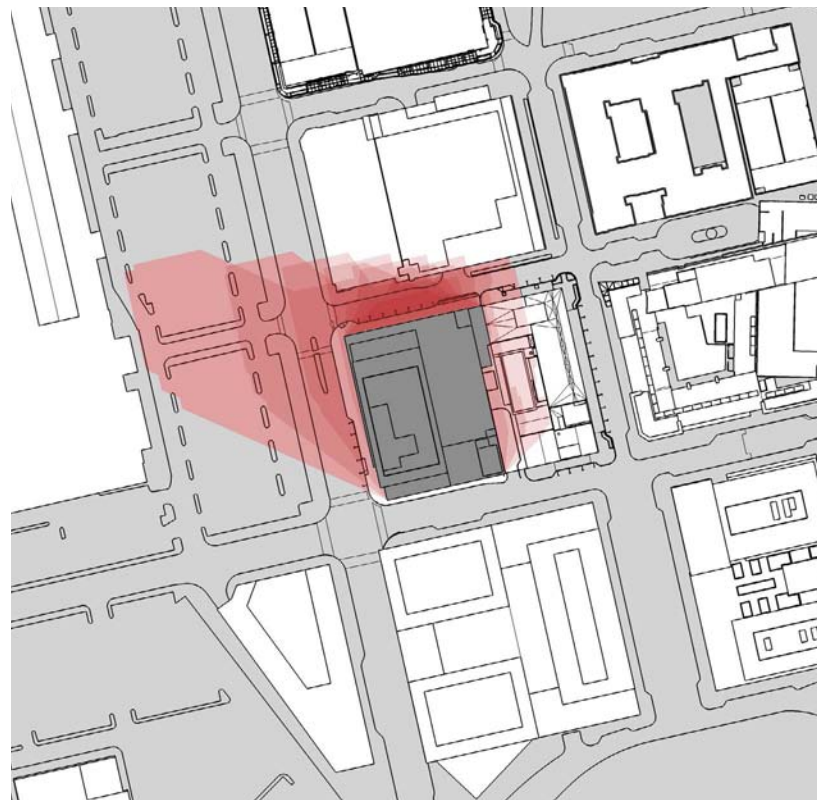
SEPTEMBER 21



DECEMBER 21



NET SHADOW STUDY



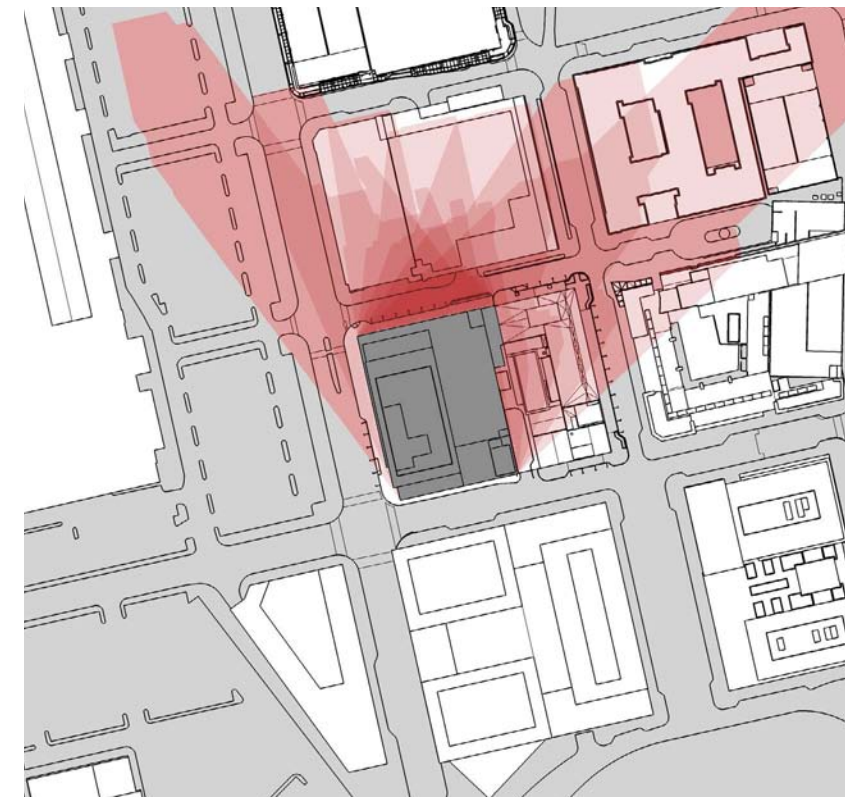
MARCH 21



JUNE 21



SEPTEMBER 21



DECEMBER 21

CUMULATIVE SHADOW STUDY

Project Information Forms

Possible Points: N/A

Y	Y?	N?	N	d/C
Y				d
Y				d
Y				d
Y				d
Y				d

d/c	Responsible Party
d Form 1	PIF1 - Minimum Program Requirements
d Form 2	PIF2 - Project Summary Details
d Form 3	PIF3 - Occupant and Usage Data
d Form 4	PIF4 - Schedule and Overview Documents
d Form 5	PIF5 - Building System Control

Notes:
-133,000 SF

18	6	3	1
----	---	---	---

Sustainable Sites

Possible Points: 28

Y	Y?	N?	N	d/C
1				C
5				d
	1			d
6				d
2				d
	3			d
		2		d
			1	C
	1			d
		1		d
1				d
1				C
1				
	1			d
1				

			<u>Responsible Party</u>
C	Prereq 1	Construction Activity Pollution Prevention	CONTRACTOR
d	Credit 1	Site Selection	1 VHB
d	Credit 2	Development Density and Community Connectivity	5 Emily
d	Credit 3	Brownfield Redevelopment	1 FRIT / Sanborne Head
d	Credit 4.1	Alternative Transportation—Public Transportation Access	6 Emily
d	Credit 4.2	Alternative Transportation—Bicycle Storage and Changing Rooms	2 Arch / Civil
d	Credit 4.3	Alternative Transportation—Low-Emitting and Fuel-Efficient Vehicles	3 Arch / Civil
	Credit 4.4	Alternative Transportation—Parking Capacity	2 Arch / Civil
C	Credit 5.1	Site Development—Protect or Restore Habitat	1 Landscaping
d	Credit 5.2	Site Development—Maximize Open Space	1 Landscaping / Civil
d	Credit 6.1	Stormwater Design—Quantity Control	1 VHB
d	Credit 6.2	Stormwater Design—Quality Control	1 VHB
C	Credit 7.1	Heat Island Effect—Non-roof	1 VHB / CW / Landscaping
d	Credit 7.2	Heat Island Effect—Roof	1 Jacobs
d	Credit 8	Light Pollution Reduction	1 Jacobs / Civil
d	Credit 9	Tenant Design and Construction Guidelines	1 FRIT / Jacobs

Notes:

USE FROM BLOCK 2

USE FROM BLOCK 2?

USE FROM BLOCK 2: Should be able to earn EP

Confirm with updated SF numbers:

250,000 OFFICE / 250 = 1,000 FTE; 30,000 RETAIL / 550 = 55 FTE

30,000 RETAIL / 130 = 231 TRANSIENT

1,286 TOTAL x 0.03 = 39 BIKE SPACES

1,055 TOTAL x .005 = 6 SHOWERS

Confirm with updated parking counts:

600 SPACES x 0.05 = 30 PREFERRED SPACES: Where is the "main entrance"?

600 SPACES x 0.05 = 30 PREFERRED SPACES

Provide Green Roof with native/adaptive vegetation for 20% of total site area

Green roof can apply if accessible; any open space requirements for zoning?

All parking will be undercover for compliance.

Could provide a highly reflective or vegetated green roof over parking lot.

Provide highly reflective / vegetative green roofs

What is the SRI of the specified sidewalks?

Must work with FRIT to develop requirements. Include LPD, HVAC, restroom fixtures, recycling, CO2 sensors, increased ventilation, etc.

8	0	2	0
---	---	---	---

Water Efficiency

Possible Points: 10

Y	Y?	N?	N
Y			
4			

		2	
4			

		Responsible Party
d	Prereq 1	Water Use Reduction—20% Reduction
d	Credit 1	Water Efficient Landscaping
		2 to 4
		2
		4
d	Credit 2	Innovative Wastewater Technologies
		2
d	Credit 3	Water Use Reduction
		2 to 4
		2
		3
		4

Notes:

Will the project collect/treat rainwater for use in the building?

Recommend 1.0 GPF toilets; 0.125 urinals; 0.35 lavs; 1.0 kitchen sinks; 1.5 or less showers

16	5	2	14
----	---	---	----

Energy and Atmosphere

Possible Points: 37

	Y	Y?	N?	N
Y	8	3	2	8

			Responsible Party
C	Prereq 1	Fundamental Commissioning of Building Energy Systems	CxA
d	Prereq 2	Minimum Energy Performance	Jacobs / FRIT
d	Prereq 3	Fundamental Refrigerant Management	Jacobs / FRIT
d	Credit 1	Optimize Energy Performance	3 to 21 Jacobs / FRIT
	3	Improve by 12% for New Buildings or 8% for Existing Building Renovations	3
	1	Improve by 14% for New Buildings or 10% for Existing Building Renovations	4
	1	Improve by 16% for New Buildings or 12% for Existing Building Renovations	5
	1	Improve by 18% for New Buildings or 14% for Existing Building Renovations	6
	1	Improve by 20% for New Buildings or 16% for Existing Building Renovations	7
	1	Improve by 22% for New Buildings or 18% for Existing Building Renovations	8
		Improve by 24% for New Buildings or 20% for Existing Building Renovations	9
		Improve by 26% for New Buildings or 22% for Existing Building Renovations	10
		Improve by 28% for New Buildings or 24% for Existing Building Renovations	11
		Improve by 30% for New Buildings or 26% for Existing Building Renovations	12
		Improve by 32% for New Buildings or 28% for Existing Building Renovations	13
d	Credit 2	On-Site Renewable Energy	4
C	Credit 3	Enhanced Commissioning	2 CxA
d	Credit 4	Enhanced Refrigerant Management	2 JACOBS / FRIT
d	Credit 5.1	Measurement and Verification—Base Building	3 JACOBS
d	Credit 5.2	Measurement and Verification—Tenant Submetering	3 JACOBS
C	Credit 6	Green Power	2 FRIT

Notes:

			4
2			
	2		
3			
3			
			2

5	2	0	6
---	---	---	---

Materials and Resources

Possible Points: 13

Y	Y?	N?	N
---	----	----	---

Y				5
2				
				1
1	1			
1	1			
1				

d	Prereq 1	Storage and Collection of Recyclables	
c	Credit 1	Building Reuse—Maintain Existing Walls, Floors, and Roof	1 to 5
c	Credit 2	Construction Waste Management	1 to 2
c	Credit 3	Materials Reuse	1
c	Credit 4	Recycled Content	1 to 2
c	Credit 5	Regional Materials	1 to 2
c	Credit 6	Certified Wood	1

Responsible Party

Notes:

7	2	2	1
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Indoor Environmental Quality

Possible Points: 12

Y	Y?	N?	N
---	----	----	---

Y				
Y				
1				
	1			
1				
1				
1				
1				
1				
		1		
		1		
1				
			1	
1				

d	Prereq 1	Minimum Indoor Air Quality Performance	
d	Prereq 2	Environmental Tobacco Smoke (ETS) Control	
d	Credit 1	Outdoor Air Delivery Monitoring	1
d	Credit 2	Increased Ventilation	1
c	Credit 3	Construction Indoor Air Quality Management Plan—During Construction	1
c	Credit 4.1	Low-Emitting Materials—Adhesives and Sealants	1
c	Credit 4.2	Low-Emitting Materials—Paints and Coatings	1
c	Credit 4.3	Low-Emitting Materials—Flooring Systems	1
c	Credit 4.4	Low-Emitting Materials—Composite Wood and Agrifiber Products	1
d	Credit 5	Indoor Chemical and Pollutant Source Control	1
d	Credit 6	Controllability of Systems—Thermal Comfort	1
d	Credit 7	Thermal Comfort—Design	1
d	Credit 8.1	Daylight and Views—Daylight	1
d	Credit 8.2	Daylight and Views—Views	1

Responsible Party

Notes:

4	2	0	0
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Innovation and Design Process

Possible Points: 6

Y	Y?	N?	N
---	----	----	---

1				
	1			
1				
1				
	1			
1				

d/C	Credit 1.1	Innovation in Design: Exemplary Performance for SS Cr 7.1	1
d/C	Credit 1.2	Innovation in Design: Exemplary Performance for WE Cr 3	1
d/C	Credit 1.3	Innovation in Design: Exemplary Performance for SS Cr 4.1	1
d/C	Credit 1.4	Innovation in Design: Green Education	1
d/C	Credit 1.5	Innovation in Design: Monitoring Based Commissioning	1
d/C	Credit 2	LEED Accredited Professional	1

Responsible Party

Notes:

4	0	0	0
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Regional Priority Credits

Possible Points: 4

Y	Y?	N?	N
---	----	----	---

1				
1				
1				
1				

d/C	Credit 1.1	Regional Priority: SS Cr 6.1 - Stormwater design - quantity control	1	N/A
d/C	Credit 1.2	Regional Priority: SS Cr 7.1 - Heat Island effect - non roof	1	N/A
d/C	Credit 1.3	Regional Priority: SS Cr 7.1 - Heat Island effect - roof	1	N/A
d/C	Credit 1.4	Regional Priority: SS Cr 3 - Brownfield Redevelopment	1	N/A

Responsible Party

Notes:

62	17	9	22
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Total

Possible Points: 110

Certified 40 to 49 points Silver 50 to 59 points Gold 60 to 79 points Platinum 80 to 110

Additional Sustainability
Comments:

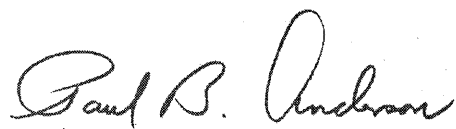
- Items in RED are either overdue, or are due in the near future.
- Items in GREEN are complete.

STATE OF MARYLAND
Department of Assessments and Taxation

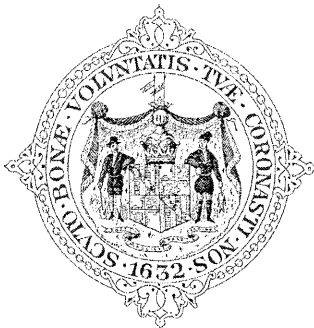
I, PAUL B. ANDERSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATIONS, OR THE RIGHTS OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE, AND THAT I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT STREET RETAIL, INC., INCORPORATED DECEMBER 19, 1994, IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND THE CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN MARYLAND.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY SIGNATURE AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE ON THIS AUGUST 01, 2011.



Paul B. Anderson
Charter Division



301 West Preston Street, Baltimore, Maryland 21201
Telephone Balto. Metro (410) 767-1340 / Outside Balto. Metro (888) 246-5941
MRS (Maryland Relay Service) (800) 735-2258 TT/Voice
Fax (410) 333-7097

GENERAL POWER OF ATTORNEY

Each of the undersigned entities (each an "Entity" and collectively, the "Entities") and Street Retail, Inc., a Maryland Corporation ("SRI") own the real property commonly known as Assembly Row at Assembly Square located in Somerville, Massachusetts ("Property") and hereby, makes, constitutes, appoints and by these presents does make, constitute, and appoint SRI, the sole owner, directly or indirectly, of each of the Entities as the true and lawful Attorney-in-Fact for each Entity and in each of the Entities name, place, and stead to execute and deliver on behalf of each of the Entities whatever documents and instruments are necessary and appropriate in connection with the ownership, development, use, operation, management, leasing, financing and disposition of the Property.

Each Entity gives and grants to SRI as its Attorney-in-Fact full power and authority to do and perform all and every act and thing whatsoever requisite and necessary to be done in connection with the ownership, development, use, operation, management, leasing, financing and disposition of the Property. In furtherance and not in limitation of the foregoing appointment, SRI is specifically authorized and empowered to execute, acknowledge and deliver such deeds, easements, leases, contracts, financing documents, plats, subdivisions, permits, licenses, instruments, affidavits, certificates, statements and other documents, and to make, issue or endorse any checks or other instrument to pay all or any part of any fees or costs associated with the ownership, development, use, operation, management, leasing, financing and disposition of the Property, and to do and perform all acts and things requisite to consummate the ownership, development, use, operation, management, leasing, financing and disposition of the Property, all in the name of and on behalf of each of the Entities, as fully and to all intents and purposes as the Entities might or could do if personally presented through its officers or members or any or all of them, and the Entities ratifies and confirms all that said Attorney-in-Fact shall have lawfully done pursuant hereto.

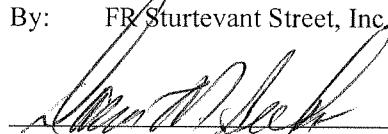
This instrument is to be construed and interpreted as a general power of attorney within the powers expressed herein. This General Power of Attorney shall not be revoked or terminated as to any Entity unless and until revoked in writing by such Entity in which case the General Power of Attorney shall be terminated as to such entity and remain in full force and effect as to all other Entities. Any person, who without actual knowledge or actual notice of the revocation or termination of this General Power of Attorney, has acted or acts in good faith, under or in reliance upon this power-of-attorney or agency, and any action so taken, unless otherwise invalid or unenforceable, shall be binding upon each of the Entities and its successors and assigns.

IN TESTIMONY WHEREOF, each of the Entities has caused this General Power of Attorney to be executed by an authorized officer on and effective as of July 8, 2010.

FR STURTEVANT STREET, LLC

By: FR Sturtevant Street, Inc., its sole member

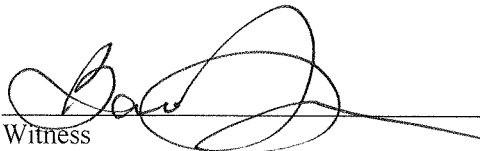

Witness

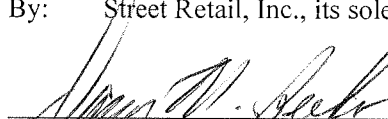

By: Dawn M. Becker

Its: Vice President-General Counsel
and Secretary

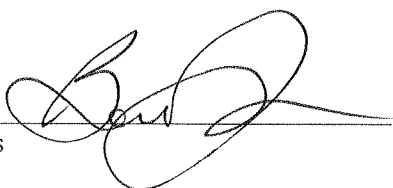
SRI ASSEMBLY ROW B2, LLC

By: Street Retail, Inc., its sole member


Witness


By: Dawn M. Becker

Its: Vice President-General Counsel
and Secretary


Witness

SRI ASSEMBLY ROW B3, LLC
By: Street Retail, Inc., its sole member



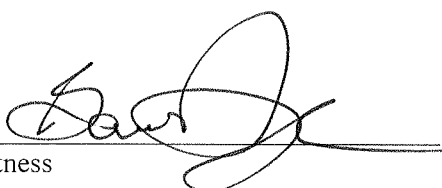
By: Dawn M. Becker
Its: Vice President-General Counsel
and Secretary


Witness

SRI ASSEMBLY ROW B5, LLC
By: Street Retail, Inc., its sole member



By: Dawn M. Becker
Its: Vice President-General Counsel
and Secretary


Witness

SRI ASSEMBLY ROW B6, LLC
By: Street Retail, Inc., its sole member



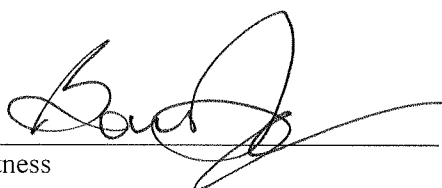
By: Dawn M. Becker
Its: Vice President-General Counsel
and Secretary


Witness


SRI ASSEMBLY ROW B7, LLC
By: Street Retail, Inc., its sole member



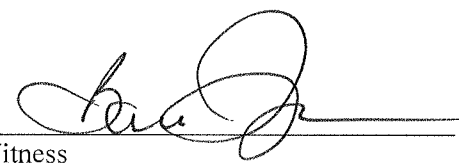
By: Dawn M. Becker
Its: Vice President-General Counsel
and Secretary


Witness


SRI ASSEMBLY ROW B8, LLC
By: Street Retail, Inc., its sole member



By: Dawn M. Becker
Its: Vice President-General Counsel
and Secretary


Witness

SRI ASSEMBLY ROW B9, LLC
By: Street Retail, Inc., its sole member

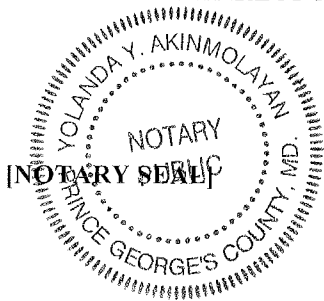



By: Dawn M. Becker
Its: Vice President-General Counsel
and Secretary

STATE OF MARYLAND)
)
COUNTY OF MONTGOMERY) ss.

On this, the 8th day of July, 2010, before me, the undersigned officer, personally appeared Dawn M. Becker, the Vice President-General Counsel and Secretary of FR Sturtevant Street, Inc. and Street Retail, Inc., known to me (or satisfactorily proven) to be the person whose name is subscribed to the within instrument, and acknowledged that, being authorized to do so, she executed the foregoing instrument for the purposes therein contained by signing the name of FR Sturtevant Street, Inc. and Street Retail, Inc. by herself as Vice President-General Counsel and Secretary.

IN WITNESS WHEREOF I have hereunto set my hand and official seal.





Notary Public
My Commission Expires: _____
YOLANDA Y. AKINMOLAYAN
NOTARY PUBLIC STATE OF MARYLAND
COUNTY OF PRINCE GEORGE'S
My Commission Expires May 12, 2012

RESIDENT AGENT'S NOTICE OF CHANGE OF ADDRESS

I certify that I, CSC-Lawyers Incorporating Service Company

am the resident agent of & NOW YOU KNOW ENTERPRISES, LLC
(Name of Entity)

(See attached list for additional entities)

organized under the laws of _____ My address as resident
(State)

agent has changed from 11 East Chase Street
Baltimore, MD 21202

to 7 St. Paul Street, Suite 1660
Baltimore, MD 21202

☐ (CHECK IF APPLICABLE) The old and new addresses of the resident agent
are also the old and new addresses of the principal office of this entity in Maryland.

The above named entity has been advised by me in writing of this change.

CSC-Lawyers Incorporating Service Company

John H. Pelletier
Resident Agent

Mail to: State Department of Assessments & Taxation
301 W. Preston Street
Room 801
Baltimore, MD 21201-2395
JOHN H. PELLETIER
ASST. VICE PRESIDENT
CUST ID: 0001076009
WORK ORDER: 0001319047
DATE: 11-20-2008 09:24 AM
AMT. PAID: \$50,000.00

STATE OF MARYLAND

I hereby certify that this is a true and complete copy of the
page document on file in this office. DATED: 11-15-11

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

BY: [Signature] Custodian
This stamp replaces our previous certification system. Effective: 6/95

PROGRAM: NASRACBC
PAGE 154

 LASTITY NAME

[illegible]

DOCUMENT CODE 82

BUS

W11297900

Close _____ Stock _____

Nonstock _____

P.A. _____ Religious _____

Merging (Transferor) _____

Surviving (Transferee) _____

Now Name _____

1000361933931520

ID H W11297900 NCK H 1000361933931520
LIBER: 801035 FOLIO: 1909 PAGES: 0188
A NOW YOU KNOW ENTERPRISES, LLO

11/20/2008 AT 09:24 A NO H 8001319447

FEE REMITTANCE

Base Fee: 25

Org. & Cap. Fee: _____

Expedite Fee: _____

Penalty: _____

State Recordation Tax: _____

State Transfer Tax: _____

Certified Copies _____

Certificates _____

Certificate of Status Fee: _____

Personal Property Filings: _____

Mail Processing Fee: _____

Other: _____

TOTAL FEES: 25

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Resignation of Resident Agent

Designation of Resident Agent

and Resident Agent's Address

Change of Business Code

Adoption of Assumed Name

Other Change(s) _____

edit Card _____

Check _____

Cash _____

Code 049

Documents on _____

Checks _____

owed By: 012

(By: _____)

SENT(S): _____

Attention: _____

Mail: Name and Address

GSC-LAWYERS INCORPORATING SERVICE COMPANY
7 ST. PAUL STREET, SUITE 1500
BALTIMORE MD 21202

Stamp Work Order and Customer Number HERE

CUST ID: 0001076009
WORK ORDER: 8001319447
DATE: 11-20-2008 09:24 AM
AMT. PAID: \$50.000.00

ARTICLES OF MERGER**OF****DELAWARE GPO 10, INC. INTO STREET RETAIL, INC.**

Pursuant to Section 3-109 of the Maryland General Corporation Law (the "MGCL"), Street Retail, Inc., a Maryland corporation ("Merger Sub"), and Delaware GPO 10, Inc., a Delaware corporation ("GPO"), do hereby agree to enter into a merger (the "Merger") of GPO with and into Merger Sub and certify to the following facts relating to the Merger:

FIRST: The name and place of incorporation of each party to these Articles of Merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Street Retail, Inc.	Maryland
Delaware GPO 10, Inc.	Delaware

SECOND: The successor corporation shall be Merger Sub, a Maryland corporation, and shall have the name of "Street Retail, Inc."

THIRD: GPO was incorporated on January 27, 2000 pursuant to the Delaware General Corporation Law (the "DGCL"). GPO is not qualified or registered to do business in the State of Maryland.

FOURTH: The county in the State of Maryland in which Merger Sub has its principal office is Montgomery County. Merger Sub owns an interest in land in Montgomery County. GPO does not have its principal office in the State of Maryland, nor does it own an interest in land in any county in the State of Maryland.

FIFTH: The terms and conditions of the Merger set forth in these Articles of Merger have been advised, authorized and approved by each of Merger Sub and GPO in the manner and by the vote required by its charter and the laws of the state where it is organized. Pursuant to Section 3-105(a)(5) of the MGCL, the board of directors of Merger Sub adopted a resolution on July 28, 2004 unanimously approving the Agreement and Plan of Merger (the "Merger Agreement") and the transactions contemplated thereby on substantially the terms and conditions set forth in the resolution. Pursuant to Sections 252(c) and 251(b) of the DGCL, the board of directors of GPO adopted a resolution approving the Merger Agreement and declaring its advisability. In accordance with Sections 252(c) and 251(c) of the DGCL, the Merger Agreement was submitted to the stockholders of GPO, which unanimously voted for the adoption

\\addition\www\10\pages\articles of merger (Maryland) 2

STATE OF MARYLAND

I hereby certify that this is a true and complete copy of the page document on file in this office. DATED: 6/9/95

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

BY: [Signature], Custodian

This stamp replaces our previous certification system. Effective: 6/95

of the Merger Agreement, as evidenced by the unanimous written consent of stockholders dated as of July 28, 2004.

SIXTH: The Merger shall become effective upon acceptance for filing of these Articles of Merger by the State Department of Assessments and Taxation (the "Effective Time").

SEVENTH: The articles of incorporation of Merger Sub in effect immediately prior to the Effective Time shall be the articles of incorporation of the successor corporation and shall be governed by the MGCL.

SEVENTH: The following charts set forth, for each party to these Articles of Merger, (1) the total number of authorized shares of all classes of stock, (2) the number of shares of stock outstanding of each class of stock, (3) the par value of the shares of stock of each class of stock, and (4) the aggregate par value of all the authorized shares of all classes of stock.

Street Retail, Inc.

Class	Common Stock
Number of Authorized Shares	1,000,000
Number of Shares Outstanding	10,000
Par Value Per Share	\$0.01
Aggregate Par Value	\$10,000

Delaware GPO 10, Inc.

Class	Common Stock
Number of Authorized Shares	20,000
Number of Shares Outstanding	400
Par Value Per Share	\$0.01
Aggregate Par Value	\$200.00

EIGHTH: The manner and basis of converting or exchanging issued stock of the merging corporations into different stock of a corporation or other consideration, and the treatment of any issued stock of the merging corporations not to be converted or exchanged, are as follows:


- (a) At the Effective Time, each share of GPO common stock issued and outstanding immediately prior to the Effective Time shall be converted into 1/400th of the total consideration to be paid to the GPO stockholders in connection with the Merger (the

"Merger Consideration"). The Merger Consideration shall consist of the aggregate number (the **"Merger Shares"**) of common shares of beneficial interest of Federal Realty Investment Trust, a Maryland real estate investment trust (the **"REIT Shares"**) that is the holder of all of the common stock of Merger Sub (**"Federal Realty"**), issuable at the Effective Time in accordance with Section 3.1 of the Merger Agreement. The Merger Shares are duly authorized and, when issued, will be validly issued, fully paid and nonassessable REIT Shares.

- (b) From and after the Effective Time, all shares of GPO shall, by virtue of the Merger, cease to be outstanding, shall be canceled and retired and shall cease to exist. At the Effective Time and until surrendered, each certificate representing a share of GPO common stock shall, by virtue of the Merger, represent 1/400th of the Merger Consideration in accordance with the terms of the Merger Agreement.
- (c) Each share of GPO common stock held in GPO's treasury at the Effective Time shall, by virtue of the Merger, cease to be outstanding, shall be canceled and retired without payment of any consideration therefor and shall cease to exist.
- (d) Each share of Merger Sub common stock issued and outstanding immediately prior to the Effective Time shall continue at and subsequent to the Effective Time as the issued and outstanding common stock of the successor corporation.

IN WITNESS WHEREOF, the parties to these Articles of Merger have executed these Articles of Merger as of this 16th day of November, 2004.

WITNESS:



STREET RETAIL, INC.,
a Maryland corporation

By: 

Name:

Dawn M. Becker

Title:

Vice President-General
Counsel and Secretary

WITNESS:

Nicholas V. Morosoff
Secretary

DELAWARE GPO 10, INC.,
a Delaware corporation

By: _____

Name: Avraham Shemesh

Title: President

11/11/2004 18:00 FAX 3238804901

CIM GROUP

+ NICK MOROSOFF

004/010

IN WITNESS WHEREOF, the parties to these Articles of Merger
have executed these Articles of Merger as of this 15th day of November,
2004.

WITNESS:

STREET RETAIL, INC.,
a Maryland corporation

By: _____

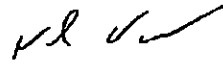
Name: Dawn M. Becker
Title: Vice President-General
Counsel and Secretary

WITNESS:

DELAWARE GPO 10, INC.,
a Delaware corporation

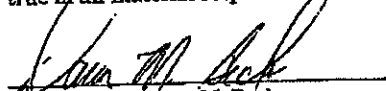
By: _____

Name: Avraham Shemesh
Title: President



Nicholas V. Morosoff
Secretary

THE UNDERSIGNED, VICE PRESIDENT-GENERAL COUNSEL AND SECRETARY of Street Retail, Inc., a Maryland corporation, who executed on behalf of said corporation the foregoing Articles of Merger of which this certificate is made a part, hereby acknowledges in the name and on behalf of said corporation the foregoing Articles of Merger to be the corporate act of said corporation and hereby certifies that to the best of her knowledge, information and belief the matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects under the penalties of perjury.



Name: Dawn M. Becker
Vice President-General
Counsel and Secretary

THE UNDERSIGNED, PRESIDENT of DELAWARE GPO 10, INC., a Delaware corporation, who executed on behalf of said corporation the foregoing Articles of Merger of which this certificate is made a part, hereby acknowledges in the name and on behalf of said corporation the foregoing Articles of Merger to be the corporate act of said corporation and hereby certifies that to the best of his knowledge, information and belief the matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects under the penalties of perjury.



Avraham Shemesh
PRESIDENT

CORPORATE CHARTER APPROVAL SHEET

**** EXPEDITED SERVICE ****

**** KEEP WITH DOCUMENT ****

DOCUMENT CODE 11 BUSINESS CODE _____

Close _____ Stock _____ Nonstock _____

P.A. _____ Religious _____

Merging (~~Transferor~~) Delaware GPO 10, Inc.
(DE)



1000361990567152

ID # D04031688 ACK # 1000361990567152
LIBER: B00725 FOLIO: 1024 PAGES: 0008
STREET RETAIL, INC.

11/15/2004 AT 01:46 P WO # 0000972102

Surviving (~~Transferee~~) Street Retail, Inc.
D04031688

New Name _____

FEES REMITTED

Base Fee: 100

Org. & Cap. Fee: _____

Expedite Fee: 50

Penalty: _____

State Recordation Tax: _____

State Transfer Tax: _____

Certified Copies _____

Copy Fee: _____

Certificates _____

Certificate of Status Fee: _____

Personal Property Filings: _____

Other: _____

TOTAL FEES: 150

Change of Name _____

Change of Principal Office _____

Change of Resident Agent _____

Change of Resident Agent Address _____

Resignation of Resident Agent _____

Designation of Resident Agent _____

and Resident Agent's Address _____

Change of Business Code _____

Adoption of Assumed Name _____

Other Change(s) _____

Credit Card _____ Check ☒ Cash _____

Documents on 1 Checks _____

Approved By: (D)

Keyed By: _____

COMMENT(S): _____

Code 604

Attention: _____

Mail to Address: _____

CUST ID: 0001517408
WORK ORDER: 0000972102
DATE: 11-15-2004 03:04 PM
AMT. PAID: \$1,529.00

Stomer Number HERE

ARTICLES OF MERGER

OF

GPO I INC. INTO STREET RETAIL, INC.

Pursuant to Section 3-109 of the Maryland General Corporation Law (the "MGCL"), Street Retail, Inc., a Maryland corporation ("Merger Sub"), and GPO I Inc., a Delaware corporation ("GPO"), do hereby agree to enter into a merger (the "Merger") of GPO with and into Merger Sub and certify to the following facts relating to the Merger:

FIRST: The name and place of incorporation of each party to these Articles of Merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Street Retail, Inc.	Maryland
GPO I Inc.	Delaware

SECOND: The successor corporation shall be Merger Sub and shall have the name of "Street Retail, Inc."

THIRD: GPO was incorporated on December 16, 1996 pursuant to the Delaware General Corporation Law (the "DGCL"). GPO is not qualified or registered to do business in the State of Maryland.

FOURTH: The county in the State of Maryland in which Merger Sub has its principal office is Montgomery County. Merger Sub owns an interest in land in Montgomery County. GPO does not have its principal office in the State of Maryland, nor does it own an interest in land in any county in the State of Maryland.

FIFTH: The terms and conditions of the Merger set forth in these Articles of Merger have been advised, authorized and approved by each of Merger Sub and GPO in the manner and by the vote required by its charter and the laws of the state where it is organized. Pursuant to Section 3-105(b) of the MGCL, the board of directors of Merger Sub adopted a resolution on February 14, 2001 declaring the advisability of the Agreement and Plan of Merger (the "Merger Agreement") on substantially the terms and conditions set forth in the resolution and directing the submission of the Merger Agreement for consideration by the sole stockholder. In accordance with Section 3-105(e) of the MGCL, the sole stockholder of Merger Sub adopted resolutions on February 14, 2001 approving the Merger Agreement. Pursuant to Sections 252(c) and 251(b) of the DGCL, the board of directors of GPO adopted a resolution approving the Merger Agreement and declaring its advisability. In accordance with Sections

STATE OF MARYLAND

I hereby certify that this is a true and complete copy of the page document on file in this office. DATED: 6/15/95

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

By: [Signature], Custodian

This stamp replaces our previous certification system. Effective: 6/95

252(c) and 251(c) of the DGCL, the Merger Agreement was submitted to the stockholders of GPO, which unanimously voted for the adoption of the Merger Agreement, as evidenced by the unanimous written consent of stockholders dated March 1, 2001.

SIXTH: The Merger shall become effective upon the filing of these Articles of Merger.

SEVENTH: The articles of incorporation of Merger Sub in effect immediately prior to the Effective Time shall be the articles of incorporation of the successor corporation and shall be governed by the MGCL.

SEVENTH: The following charts set forth, for each party to these Articles of Merger, (1) the total number of authorized shares of all classes of stock, (2) the number of shares of stock outstanding of each class of stock, (3) the par value of the shares of stock of each class of stock, and (4) the aggregate par value of all the shares of all classes of stock.

Street Retail, Inc.

Class	Common Stock
Number of Authorized Shares	1,000,000
Number of Shares Outstanding	10,000
Par Value Per Share	\$0.01
Aggregate Par Value	\$10,000

GPO I Inc.

Class	Common Stock
Number of Authorized Shares	1,000
Number of Shares Outstanding	250
Par Value Per Share	\$0.01
Aggregate Par Value	\$10.00

EIGHTH: The manner and basis of converting or exchanging issued stock of the merging corporations into different stock of a corporation or other consideration, and the treatment of any issued stock of the merging corporations not to be converted or exchanged, are as follows:

- (a) Each share of GPO common stock issued and outstanding immediately prior to the Effective Time shall be exchanged for 1/250th of the consideration to be paid to the GPO stockholders in connection with

the Merger (the "Merger Consideration"), which shall consist of (1) the aggregate number (the "Fixed Shares") of common shares of beneficial interest of Federal Realty Investment Trust, a Maryland real estate investment trust (the "REIT Shares") and the holder of all of the common stock of Merger Sub ("Federal Realty"), issuable at the Effective Time in accordance with Section 3.1.B of the Merger Agreement, (2) the number of REIT Shares issuable from time to time as additional merger consideration (the "Earnout Shares"; together with the Fixed Shares, the "Merger Shares") as provided in that certain Put Agreement, dated March 2, 2001, by and among Street Retail West GP, Inc., Merger Sub, C.I.M. Group LLC, Federal Realty, GPO, GPM I Inc., GPO II Inc. and GPM II Inc., and (3) the cash payable to the GPO stockholders as additional merger consideration as provided in Article II of the Put Agreement. The Merger Shares are duly authorized and, when issued, will be validly issued, fully paid and nonassessable REIT Shares.

- (b) After the Effective Time, all shares of GPO shall no longer be outstanding and shall be canceled and retired and shall cease to exist. At the Effective Time and until surrendered, each certificate representing shares of GPO common stock will be deemed for all purposes to represent the Merger Consideration in accordance with the terms of the Merger Agreement.
- (c) Each share of GPO common stock held in GPO's treasury at the Effective Time shall, by virtue of the Merger, cease to be outstanding, shall be canceled and retired without payment of any consideration therefor and shall cease to exist.
- (d) Each share of Merger Sub common stock issued and outstanding immediately prior to the Effective Time shall exist and continue at and subsequent to the Effective Time as the issued and outstanding common stock of the successor corporation.


[SIGNATURES ON FOLLOWING PAGE]

IN WITNESS WHEREOF, the parties to these Articles of Merger have executed these Articles of Merger as of this ____ day of June, 2001.

WITNESS:

Dean M Beck

STREET RETAIL, INC.,
a Maryland corporation

By: 
Name: Ron D. Kepleman
Title: Vice President

WITNESS:

Shaul Kuba
Secretary

GPO I INC.,
a Delaware corporation

By: _____
Name: Richard S. Ressler
Title: President

IN WITNESS WHEREOF, the parties to these Articles of Merger have executed these Articles of Merger as of this 14th day of June, 2001.

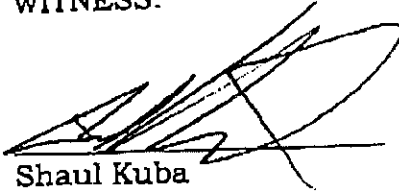
WITNESS:


STREET RETAIL, INC.,
a Maryland corporation

By: _____
Name:
Title:

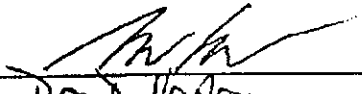
WITNESS:

GPO I INC.,
a Delaware corporation

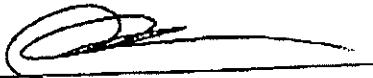

Shaul Kuba
Secretary

By: 
Name: Richard S. Ressler
Title: President

THE UNDERSIGNED, VICE PRESIDENT of Street Retail, Inc., a Maryland corporation, who executed on behalf of said corporation the foregoing Articles of Merger of which this certificate is made a part, hereby acknowledges in the name and on behalf of said corporation the foregoing Articles of Merger to be the corporate act of said corporation and hereby certifies that to the best of his knowledge, information and belief the matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects under the penalties of perjury.


Name: Don D. Kaplan
VICE PRESIDENT

THE UNDERSIGNED, PRESIDENT of GPO I Inc., a Delaware corporation, who executed on behalf of said corporation the foregoing Articles of Merger of which this certificate is made a part, hereby acknowledges in the name and on behalf of said corporation the foregoing Articles of Merger to be the corporate act of said corporation and hereby certifies that to the best of his knowledge, information and belief the matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects under the penalties of perjury.


Richard S. Ressler
PRESIDENT

**** EXPEDITED SERVICE ****

**** KEEP WITH DOCUMENT ****

DOCUMENT CODE 11 BUSINESS CODE _____

STATE OF MARYLAND
DEPT OF ASSESSMENTS AND TAXATION
CUST ID: 0000662679
WORK ORDER: 0000464918
DATE: 06-19-2001 04:28 PM
AMT. PAID: \$103.00

Close _____ Stock _____ Nonstock _____

P.A. _____ Religious _____

Merging (Transferor) BPO I Inc.

Surviving (Transferee) Street

Retail, Inc.

(De)

(Md) LT 4031688

FEES REMITTED

Base Fee: 20
Org. & Cap. Fee: _____
Expedite Fee: 70
Penalty: _____
State Recordation Tax: _____
State Transfer Tax: _____
100 Certified Copies: _____
Copy Fee: 13
Certificates: _____
Certificate Fee: _____
Other: _____

TOTAL FEES: 103

Credit Card _____ Check ☒ Cash _____

1 Documents on 2 Checks

APPROVED BY: JP

KEYED BY: _____

COMMENT(S):

ID # D04031688 ACK # 1000346324000000
LIBER: B00266 FOLIO: 1209 PAGES: 0008
STREET RETAIL, INC.

06/19/2001 AT 04:28 P WD # 0000464918

_____ Change of Name
_____ Change of Principal Office
_____ Change of Resident Agent
_____ Change of Resident Agent Address
_____ Resignation of Resident Agent
_____ Designation of Resident Agent
_____ and Resident Agent's Address
_____ Change of Business Code

_____ Adoption of Assumed Name

_____ Other Change(s) _____

CODE 007

ATTENTION: _____

MAIL TO ADDRESS: _____

252(c) and 251(c) of the DGCL, the Merger Agreement was submitted to the stockholders of GPO, which unanimously voted for the adoption of the Merger Agreement, as evidenced by the unanimous written consent of stockholders dated March 1, 2001.

SIXTH: The Merger shall become effective upon the filing of these Articles of Merger.

SEVENTH: The articles of incorporation of Merger Sub in effect immediately prior to the Effective Time shall be the articles of incorporation of the successor corporation and shall be governed by the MGCL.

SEVENTH: The following charts set forth, for each party to these Articles of Merger, (1) the total number of authorized shares of all classes of stock, (2) the number of shares of stock outstanding of each class of stock, (3) the par value of the shares of stock of each class of stock, and (4) the aggregate par value of all the shares of all classes of stock.

Street Retail, Inc.

Class	Common Stock
Number of Authorized Shares	1,000,000
Number of Shares Outstanding	10,000
Par Value Per Share	\$0.01
Aggregate Par Value	\$10,000

GPO II Inc.

Class	Common Stock
Number of Authorized Shares	1,000
Number of Shares Outstanding	680
Par Value Per Share	\$0.01
Aggregate Par Value	\$10.00

EIGHTH: The manner and basis of converting or exchanging issued stock of the merging corporations into different stock of a corporation or other consideration, and the treatment of any issued stock of the merging corporations not to be converted or exchanged, are as follows:

- (a) Each share of GPO common stock issued and outstanding immediately prior to the Effective Time shall be exchanged for 1/680th of the consideration to

be paid to the GPO stockholders in connection with the Merger (the "Merger Consideration"), which shall consist of the aggregate number (the "Merger Shares") of common shares of beneficial interest of Federal Realty Investment Trust, a Maryland real estate investment trust (the "REIT Shares") and the holder of all of the common stock of Merger Sub ("Federal Realty"), issuable at the Effective Time in accordance with Section 3.1 of the Merger Agreement. The Merger Shares are duly authorized and, when issued, will be validly issued, fully paid and nonassessable REIT Shares.

- (b) After the Effective Time, all shares of GPO shall no longer be outstanding and shall be canceled and retired and shall cease to exist. At the Effective Time and until surrendered, each certificate representing shares of GPO common stock will be deemed for all purposes to represent the Merger Consideration in accordance with the terms of the Merger Agreement.
- (c) Each share of GPO common stock held in GPO's treasury at the Effective Time shall, by virtue of the Merger, cease to be outstanding, shall be canceled and retired without payment of any consideration therefor and shall cease to exist.
- (d) Each share of Merger Sub common stock issued and outstanding immediately prior to the Effective Time shall exist and continue at and subsequent to the Effective Time as the issued and outstanding common stock of the successor corporation.

[SIGNATURES ON FOLLOWING PAGE]

IN WITNESS WHEREOF, the parties to these Articles of Merger have executed these Articles of Merger as of this 19th day of June, 2001.

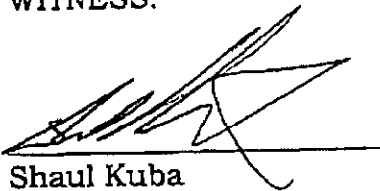
WITNESS:

STREET RETAIL, INC.,
a Maryland corporation

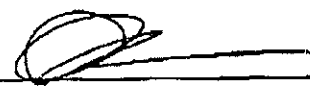
By: _____
Name:
Title:

WITNESS:

GPO II INC.,
a Delaware corporation

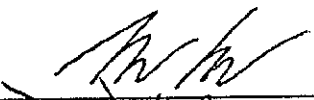


Shaul Kuba
Secretary

By: 

Name: Richard S. Ressler
Title: President

THE UNDERSIGNED, VICE PRESIDENT of Street Retail, Inc., a Maryland corporation, who executed on behalf of said corporation the foregoing Articles of Merger of which this certificate is made a part, hereby acknowledges in the name and on behalf of said corporation the foregoing Articles of Merger to be the corporate act of said corporation and hereby certifies that to the best of his knowledge, information and belief the matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects under the penalties of perjury.


Name: Ron S. Kaplan
VICE PRESIDENT

THE UNDERSIGNED, PRESIDENT of GPO II Inc., a Delaware corporation, who executed on behalf of said corporation the foregoing Articles of Merger of which this certificate is made a part, hereby acknowledges in the name and on behalf of said corporation the foregoing Articles of Merger to be the corporate act of said corporation and hereby certifies that to the best of his knowledge, information and belief the matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects under the penalties of perjury.



Richard S. Ressler
PRESIDENT

**** EXPEDITED SERVICE ****

**** KEEP WITH DOCUMENT ****

DOCUMENT CODE 11 BUSINESS CODE _____

STATE OF MARYLAND
DEPT. OF ASSESSMENTS AND TAXATION
CUST ID: 0000862670
WORK ORDER: 0000464913
DATE: 06-19-2001 04:25 PM
AMT. PAID: \$103.00

Close _____ Stock _____ Nonstock _____

P.A. _____ Religious _____

Merging (Transferor) SPD II Inc.

Surviving (Transferee) Street

Retail Inc.

(ml) D 4031688

(hl)

FEES REMITTED

Base Fee: 20

Org. & Cap. Fee: _____

Expedite Fee: 70

Penalty: _____

State Recordation Tax: _____

State Transfer Tax: _____

100 Certified Copies: 13

Copy Fee: _____

Certificates: _____

Certificate Fee: _____

Other: _____

TOTAL FEES: 103

Credit Card _____ Check ☒ Cash _____

Documents on _____ Checks _____

APPROVED BY: [Signature]

KEYED BY: _____

COMMENT(S): _____

ID # D04031688 ACK # 1000359908000000
LIBER: B00279 FOLIO: 0736 PAGES: 0008
STREET RETAIL, INC.

06/19/2001 AT 04:25 P WO # 0000464913

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Resignation of Resident Agent

Designation of Resident Agent

and Resident Agent's Address

Change of Business Code

Adoption of Assumed Name

Other Change(s) _____

CODE 007

ATTENTION: _____

MAIL TO ADDRESS: _____

COPIES MADE

CHANGE OF RESIDENT AGENT AND RESIDENT AGENTS ADDRESS
OF
STREET RETAIL, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND SEPTEMBER 23, 1997 AT 3:02 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____

\$ 10.00

\$ _____

D4031688

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

STATE OF MARYLAND

I hereby certify that this is a true and complete copy of the
page document on file in this office dated: 9-15-97
THE PRENTICE-HALL CORPORATION of MD
SYSTEM, MARYLAND:

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
111 DE CHASSEMENTS

BY: [Signature] BALTIMORE MD 21202 [Signature], Custodian

This stamp replaces our previous certification system. Effective: 06/23/1997

A 574243



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER. FOLIO.

3975
1326

4

DOMESTIC CORPORATION

NOTICE OF CHANGE OF PRINCIPAL OFFICE AND RESIDENT AGENT

State Department of Assessments
and Taxation
Baltimore, Maryland

72678532

Pursuant to the provisions of Section 2-108 of the Maryland General Corporation Law, the undersigned Maryland corporation hereby notifies the State Department of Assessments and Taxation of Maryland:

(1) That under resolution adopted by the Board of Directors of the corporation on September 11, 1997, a certified copy of which is filed herewith, the resident agent of the corporation in the State of Maryland has been changed to CSC-Lawyers Incorporating Service Company whose post office address is 11 East Chase Street, Baltimore, Maryland 21202. The resident agent so designated is a corporation of the State of Maryland.

STREET RETAIL, INC.

By

Charles Garner,

(VICE) PRESIDENT

Dated: September 16, 1997

The undersigned, being the duly elected and acting Secretary of **STREET RETAIL, INC.**, hereby certifies that at a meeting of the Board of Directors duly called and held on September 11, 1997, the following resolutions were duly adopted and are now in full force and effect:

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

9/23/97 at 3:02 P.M.

WDC. 537518-020
O. Hays
4773416

"RESOLVED, that CSC-Lawyers Incorporating Service Company, 11 East Chase Street, Baltimore, Maryland 21202 be and it hereby is designated as Resident Agent of the Corporation in lieu of STEVEN J. GUTTMAN and that the proper officer of the corporation is authorized to file a Notice to that effect."

I, Deborah A. Colson, certify under the penalties of perjury that to the best of my knowledge, information, and belief, the foregoing resolution is true and correct in all material respects.

Deborah A. Colson,

(ASST) SECRETARY



Street Retail, Inc.

1626 East Jefferson Street, Rockville, MD 20852-4041 Phone 301-998-8100

CERTIFIED RESOLUTION

I HEREBY CERTIFY that I am the Secretary of Street Retail, Inc., a Maryland corporation ("Corporation") and that on September 11, 1997, the Board of Directors adopted the following resolution which is now in full force and effect and is not inconsistent with the Corporation's Articles of Incorporation or Bylaws:

RESOLVED, that CSC-Lawyers Incorporating Service Company, 11 East Chase Street, Baltimore, Maryland 21202 be and it hereby is designated as Resident Agent of the Corporation in lieu of Steven J. Guttman and that the proper officer of the Corporation is authorized to file a Notice to that effect.

Deborah A. Colson
Secretary

Date: September 16, 1997

ARTICLES OF AMENDMENT
OF
STREET RETAIL, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND OCTOBER 31, 1996 AT 9:26 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$ _____

D4031688

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

STATE OF MARYLAND

I hereby certify that this FILE NUMBER and complete copy of the
page document on file in ERIS office, DATED:
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
BY: A. J. JONES ROCKVILLE, MARYLAND 20852 4061, Custodian
This stamp replaces our previous certification system. Effective: 6/95



089C3109111

A 539219

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER. FOLIO.

3870

1241

3

no

ARTICLES OF AMENDMENT 10-31-96 926a
(INCLUDING CHANGE OF PRINCIPAL OFFICE
AND CHANGE OF ADDRESS OF RESIDENT AGENT)
TO THE
ARTICLES OF INCORPORATION
OF
STREET RETAIL, INC.

63058242

Street Retail, Inc., a Maryland corporation having its principal office in Montgomery County, Maryland (hereinafter called the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The charter of the Corporation is hereby amended by striking out Article Third and inserting in lieu thereof the following:

026111
"THIRD: The purposes for which the Corporation is formed are as follows:

1. Acquisition of existing buildings located in downtown urban and suburban areas throughout the United States, providing that those areas serve densely populated and stable residential communities.
2. Conduct of any other lawful business for which corporations may be organized under the laws of the State of Maryland.
3. The Corporation is further authorized to have and exercise any and all powers or privileges now or hereafter conferred by the General Corporation Law of the State of Maryland or under any Act amendatory thereof or supplemental thereto or in substitution therefor."

SECOND: The amendment of the charter of the Corporation as hereinabove set forth has been duly advised by the Board of Directors and approved by the stockholders of the Corporation.

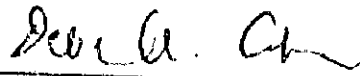
THIRD: The post office address of the principal office of the Corporation in Maryland and the post office address of its resident agent in Maryland are changed to be the following:

1626 East Jefferson Street
Rockville, Maryland 20852-4041

✓

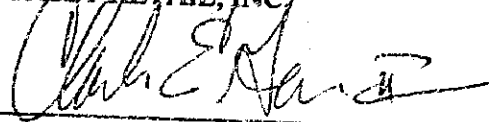
IN WITNESS WHEREOF: Street Retail, Inc. has caused these presents to be signed in its name and on its behalf by its President or one of its Vice Presidents and attested by its Secretary or one of its Assistant Secretaries on October 28, 1996.

ATTEST:



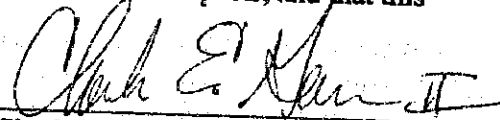
Deborah Colson
Secretary

STREET RETAIL, INC.



Charles Garner
Vice President

THE UNDERSIGNED, President (or Vice President) of Street Retail, Inc., who executed on behalf of said corporation the foregoing Articles of Amendment, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Amendment to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information, and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, and that this statement is made under the penalties for perjury.



Charles Garner
Vice President

ARTICLES OF INCORPORATION
OF
STREET RETAIL, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 19, 1994 AT 11:47 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID

RECORDING
FEE PAID

SPECIAL
FEE PAID

\$ 20.00

\$ 20.00

\$

D4031688

XX

IT IS HEREBY CERTIFIED THAT THE WITHIN INSTRUMENT TOGETHER WITH ALL ENDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

STATE OF MARYLAND

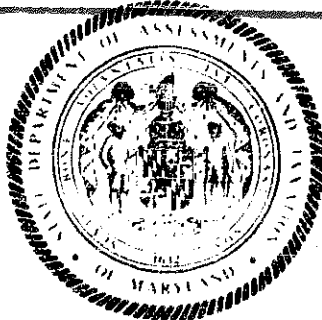
I hereby certify that PATRICIA LANKENAU true and complete copy of the
page document on 2600 VIRGINIA AVE NW STE 1111
WASHINGTON DC 20037
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

BY: Alfonso gvm, Custodian

This stamp replaces our previous certification system. Effective: 6/95

12163084226

A 473026



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN FEBRUARY 1995

3673
1547
③

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
APPROVED FOR RECORD

at a.m.
ARTICLES OF INCORPORATION
OF
STREET RETAIL, INC.

12-19-94 11:47 a

FIRST: The undersigned, Patricia A. Lankenau, whose post office address is Suite 1111, 2600 Virginia Avenue, N.W., Washington, DC 20037, being at least eighteen (18) years of age, does hereby form a corporation under the General Corporation Law of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the "Corporation") is Street Retail, Inc.

THIRD: The purposes for which the Corporation is formed are as follows:

1. Acquisition of existing buildings located in downtown urban and suburban areas throughout the United States, providing that those areas serve densely populated and stable residential communities.

2. The Corporation is further authorized to have and exercise any and all powers or privileges now or hereafter conferred by the General Corporation Law of the State of Maryland or under any Act amendatory thereof or supplemental thereto or in substitution therefor.

FOURTH: The post office address of the principal office of the Corporation in Maryland is:

4800 Hampden Lane, Suite 500
Bethesda, Maryland 20814

FIFTH: The name and post office address of the resident agent of the Corporation in Maryland is:

Steven J. Guttman
4800 Hampden Lane, Suite 500
Bethesda, Maryland 20814

Said resident agent is an individual actually residing in the State of Maryland.

I.D. NO# D4031688
ACKN. NO. - 121C3084226
STREET RETAIL, INC.

ARTICLES.DOC

NO. OF CERTIFIED COPIES - 0

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is one million (1,000,000) shares of one class of common stock with a par value of \$.01. The aggregate par value of all stock the Corporation has authority to issue is Ten Thousand Dollars (\$10,000).

SEVENTH: The number of initial directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the Bylaws of the Corporation and the names of the directors who shall act until the first annual meeting or until their successors are elected and qualified are:

Steven J. Guttman
Hal A. Vasvari
M.J. Morrow

EIGHTH: Provisions limiting or denying to stockholders the preemptive right to acquire additional shares of capital stock of the Corporation are as follows: No holder of capital stock shall be entitled as a matter of right to subscribe for or purchase any part of any new or additional issue of capital stock of any class, whether now or hereafter authorized or whether issued for money, for a consideration other than money, or by way of dividend.

NINTH: The provisions for the regulation of the internal affairs of the Corporation are to be stated in the Bylaws of the Corporation, as the same may be amended from time to time.

I have signed these Articles of Incorporation on December 12, 1994, acknowledging it to be my act and that the matters and facts set forth herein are true in all material respects.

Patricia A. Lankenau
Patricia A. Lankenau

RESIDENT AGENT'S NOTICE OF CHANGE OF ADDRESS

I certify that I, CSC-Lawyers Incorporating Service Company

am the resident agent of & NOW YOU KNOW ENTERPRISES, LLC
(Name of Entity)

(See attached list for additional entities)

organized under the laws of _____ My address as resident
(State)

agent has changed from 11 East Chase Street
Baltimore, MD 21202

to 7 St. Paul Street, Suite 1660
Baltimore, MD 21202

☐ (CHECK IF APPLICABLE) The old and new addresses of the resident agent
are also the old and new addresses of the principal office of this entity in Maryland.

The above named entity has been advised by me in writing of this change.

CSC-Lawyers Incorporating Service Company

John H. Pelletier
Resident Agent

Mail to: State Department of Assessments & Taxation
301 W. Preston Street
Room 801
Baltimore, MD 21201-2395
JOHN H. PELLETIER
ASST. VICE PRESIDENT
CUST ID: 0001076009
WORK ORDER: 0001319047
DATE: 11-20-2008 09:24 AM
AMT. PAID: \$50,000.00

STATE OF MARYLAND

I hereby certify that this is a true and complete copy of the
page document on file in this office. DATED: 11-15-11

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

BY: [Signature] Custodian
This stamp replaces our previous certification system. Effective: 6/95

PROGRAM: NASRACBC
PAGE 154

IDENTITY NAME

STREET SYNDICATE MUSIC GROUP, LLC

DOCUMENT CODE 82

BUS

W11297900

Close _____ Stock _____

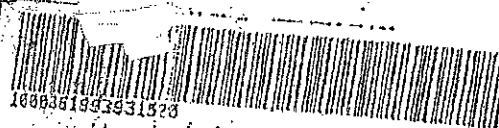
Nonstock _____

P.A. _____ Religious _____

Merging (Transferor) _____

Surviving (Transferee) _____

Now Name _____



ID H W11297900 NCK H 1000361933931520
LIBER: 801035 FOLIO: 1909 PAGES: 0188
A NOW YOU KNOW ENTERPRISES, LLO

11/20/2008 AT 09:24 A NO H 8001319447

FEE REMITTANCE

Base Fee: 25

Org. & Cap. Fee: _____

Expedite Fee: _____

Penalty: _____

State Recordation Tax: _____

State Transfer Tax: _____

Certified Copies _____

Certificates _____

Certificate of Status Fee: _____

Personal Property Filings: _____

Mail Processing Fee: _____

Other: _____

TOTAL FEES: 25

Change of Name _____

Change of Principal Office _____

Change of Resident Agent _____

Change of Resident Agent Address _____

Resignation of Resident Agent _____

Designation of Resident Agent _____

and Resident Agent's Address _____

Change of Business Code _____

Adoption of Assumed Name _____

Other Change(s) _____

edit Card _____

Check _____

Cash _____

Code 049

Documents on _____ Checks _____

Attention: _____

Mail: Name and Address

GSC-LAWYERS INCORPORATING SERVICE COMPANY
7 ST. PAUL STREET, SUITE 1500
BALTIMORE

MD 21202

used By: 012

(By: _____)

SENT(S): _____

Stamp Work Order and Customer Number HERE

CUST ID: 0001076009
WORK ORDER: 8001319447
DATE: 11-20-2008 09:24 AM
AMT. PAID: \$50,000.00

ARTICLES OF MERGER**OF****DELAWARE GPO 10, INC. INTO STREET RETAIL, INC.**

Pursuant to Section 3-109 of the Maryland General Corporation Law (the "MGCL"), Street Retail, Inc., a Maryland corporation ("Merger Sub"), and Delaware GPO 10, Inc., a Delaware corporation ("GPO"), do hereby agree to enter into a merger (the "Merger") of GPO with and into Merger Sub and certify to the following facts relating to the Merger:

FIRST: The name and place of incorporation of each party to these Articles of Merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Street Retail, Inc.	Maryland
Delaware GPO 10, Inc.	Delaware

SECOND: The successor corporation shall be Merger Sub, a Maryland corporation, and shall have the name of "Street Retail, Inc."

THIRD: GPO was incorporated on January 27, 2000 pursuant to the Delaware General Corporation Law (the "DGCL"). GPO is not qualified or registered to do business in the State of Maryland.

FOURTH: The county in the State of Maryland in which Merger Sub has its principal office is Montgomery County. Merger Sub owns an interest in land in Montgomery County. GPO does not have its principal office in the State of Maryland, nor does it own an interest in land in any county in the State of Maryland.

FIFTH: The terms and conditions of the Merger set forth in these Articles of Merger have been advised, authorized and approved by each of Merger Sub and GPO in the manner and by the vote required by its charter and the laws of the state where it is organized. Pursuant to Section 3-105(a)(5) of the MGCL, the board of directors of Merger Sub adopted a resolution on July 28, 2004 unanimously approving the Agreement and Plan of Merger (the "Merger Agreement") and the transactions contemplated thereby on substantially the terms and conditions set forth in the resolution. Pursuant to Sections 252(c) and 251(b) of the DGCL, the board of directors of GPO adopted a resolution approving the Merger Agreement and declaring its advisability. In accordance with Sections 252(c) and 251(c) of the DGCL, the Merger Agreement was submitted to the stockholders of GPO, which unanimously voted for the adoption

\\addition\www\10\pages\articles of merger (Maryland) 8

STATE OF MARYLAND

I hereby certify that this is a true and complete copy of the page document on file in this office. DATED: 6/9/95

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

BY: [Signature], Custodian

This stamp replaces our previous certification system. Effective: 6/95

of the Merger Agreement, as evidenced by the unanimous written consent of stockholders dated as of July 28, 2004.

SIXTH: The Merger shall become effective upon acceptance for filing of these Articles of Merger by the State Department of Assessments and Taxation (the "Effective Time").

SEVENTH: The articles of incorporation of Merger Sub in effect immediately prior to the Effective Time shall be the articles of incorporation of the successor corporation and shall be governed by the MGCL.

SEVENTH: The following charts set forth, for each party to these Articles of Merger, (1) the total number of authorized shares of all classes of stock, (2) the number of shares of stock outstanding of each class of stock, (3) the par value of the shares of stock of each class of stock, and (4) the aggregate par value of all the authorized shares of all classes of stock.

Street Retail, Inc.

Class	Common Stock
Number of Authorized Shares	1,000,000
Number of Shares Outstanding	10,000
Par Value Per Share	\$0.01
Aggregate Par Value	\$10,000

Delaware GPO 10, Inc.

Class	Common Stock
Number of Authorized Shares	20,000
Number of Shares Outstanding	400
Par Value Per Share	\$0.01
Aggregate Par Value	\$200.00

EIGHTH: The manner and basis of converting or exchanging issued stock of the merging corporations into different stock of a corporation or other consideration, and the treatment of any issued stock of the merging corporations not to be converted or exchanged, are as follows:


- (a) At the Effective Time, each share of GPO common stock issued and outstanding immediately prior to the Effective Time shall be converted into 1/400th of the total consideration to be paid to the GPO stockholders in connection with the Merger (the

"Merger Consideration"). The Merger Consideration shall consist of the aggregate number (the **"Merger Shares"**) of common shares of beneficial interest of Federal Realty Investment Trust, a Maryland real estate investment trust (the **"REIT Shares"**) that is the holder of all of the common stock of Merger Sub (**"Federal Realty"**), issuable at the Effective Time in accordance with Section 3.1 of the Merger Agreement. The Merger Shares are duly authorized and, when issued, will be validly issued, fully paid and nonassessable REIT Shares.

- (b) From and after the Effective Time, all shares of GPO shall, by virtue of the Merger, cease to be outstanding, shall be canceled and retired and shall cease to exist. At the Effective Time and until surrendered, each certificate representing a share of GPO common stock shall, by virtue of the Merger, represent 1/400th of the Merger Consideration in accordance with the terms of the Merger Agreement.
- (c) Each share of GPO common stock held in GPO's treasury at the Effective Time shall, by virtue of the Merger, cease to be outstanding, shall be canceled and retired without payment of any consideration therefor and shall cease to exist.
- (d) Each share of Merger Sub common stock issued and outstanding immediately prior to the Effective Time shall continue at and subsequent to the Effective Time as the issued and outstanding common stock of the successor corporation.

IN WITNESS WHEREOF, the parties to these Articles of Merger have executed these Articles of Merger as of this 16th day of November, 2004.

WITNESS:



STREET RETAIL, INC.,
a Maryland corporation

By: 

Name:

Dawn M. Becker

Title:

Vice President-General
Counsel and Secretary

WITNESS:

Nicholas V. Morosoff
Secretary

DELAWARE GPO 10, INC.,
a Delaware corporation

By: _____

Name: Avraham Shemesh

Title: President

11/11/2004 18:00 FAX 3238804901

CIM GROUP

+ NICK MOROSOFF 004/010

IN WITNESS WHEREOF, the parties to these Articles of Merger
have executed these Articles of Merger as of this 15th day of November,
2004.

WITNESS:

STREET RETAIL, INC.,
a Maryland corporation

By: _____

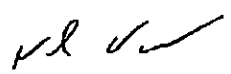
Name: Dawn M. Becker
Title: Vice President-General
Counsel and Secretary

WITNESS:

DELAWARE GPO 10, INC.,
a Delaware corporation

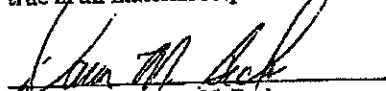
By: _____

Name: Avraham Shemesh
Title: President



Nicholas V. Morosoff
Secretary

THE UNDERSIGNED, VICE PRESIDENT-GENERAL COUNSEL AND SECRETARY of Street Retail, Inc., a Maryland corporation, who executed on behalf of said corporation the foregoing Articles of Merger of which this certificate is made a part, hereby acknowledges in the name and on behalf of said corporation the foregoing Articles of Merger to be the corporate act of said corporation and hereby certifies that to the best of her knowledge, information and belief the matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects under the penalties of perjury.



Name: Dawn M. Becker
Vice President-General
Counsel and Secretary

THE UNDERSIGNED, PRESIDENT of DELAWARE GPO 10, INC., a Delaware corporation, who executed on behalf of said corporation the foregoing Articles of Merger of which this certificate is made a part, hereby acknowledges in the name and on behalf of said corporation the foregoing Articles of Merger to be the corporate act of said corporation and hereby certifies that to the best of his knowledge, information and belief the matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects under the penalties of perjury.



Avraham Shemesh
PRESIDENT

CORPORATE CHARTER APPROVAL SHEET

**** EXPEDITED SERVICE ****

**** KEEP WITH DOCUMENT ****

DOCUMENT CODE 11 BUSINESS CODE _____

Close _____ Stock _____ Nonstock _____

P.A. _____ Religious _____

Merging (~~Transferor~~) Delaware GPO 10, Inc.
(DE)



1000361990567152

ID # D04031688 ACK # 1000361990567152
LIBER: B00725 FOLIO: 1024 PAGES: 0008
STREET RETAIL, INC.

11/15/2004 AT 01:46 P WO # 0000972102

Surviving (~~Transferee~~) Street Retail, Inc.
D04031688

New Name _____

FEES REMITTED

Base Fee: 100

Org. & Cap. Fee: _____

Expedite Fee: 50

Penalty: _____

State Recordation Tax: _____

State Transfer Tax: _____

Certified Copies _____

Copy Fee: _____

Certificates _____

Certificate of Status Fee: _____

Personal Property Filings: _____

Other: _____

TOTAL FEES: 150

Credit Card _____ Check ☒ Cash _____

Documents on 1 Checks _____

Approved By: (D)

Keyed By: _____

COMMENT(S): _____

Change of Name _____

Change of Principal Office _____

Change of Resident Agent _____

Change of Resident Agent Address _____

Resignation of Resident Agent _____

Designation of Resident Agent _____

and Resident Agent's Address _____

Change of Business Code _____

Adoption of Assumed Name _____

Other Change(s) _____

Code 604

Attention: _____

Mail to Address: _____

CUST ID: 0001517408
WORK ORDER: 0000972102
DATE: 11-15-2004 03:04 PM
AMT. PAID: \$1,529.00

Stomer Number HERE

ARTICLES OF MERGER

OF

GPO I INC. INTO STREET RETAIL, INC.

Pursuant to Section 3-109 of the Maryland General Corporation Law (the "MGCL"), Street Retail, Inc., a Maryland corporation ("Merger Sub"), and GPO I Inc., a Delaware corporation ("GPO"), do hereby agree to enter into a merger (the "Merger") of GPO with and into Merger Sub and certify to the following facts relating to the Merger:

FIRST: The name and place of incorporation of each party to these Articles of Merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Street Retail, Inc.	Maryland
GPO I Inc.	Delaware

SECOND: The successor corporation shall be Merger Sub and shall have the name of "Street Retail, Inc."

THIRD: GPO was incorporated on December 16, 1996 pursuant to the Delaware General Corporation Law (the "DGCL"). GPO is not qualified or registered to do business in the State of Maryland.

FOURTH: The county in the State of Maryland in which Merger Sub has its principal office is Montgomery County. Merger Sub owns an interest in land in Montgomery County. GPO does not have its principal office in the State of Maryland, nor does it own an interest in land in any county in the State of Maryland.

FIFTH: The terms and conditions of the Merger set forth in these Articles of Merger have been advised, authorized and approved by each of Merger Sub and GPO in the manner and by the vote required by its charter and the laws of the state where it is organized. Pursuant to Section 3-105(b) of the MGCL, the board of directors of Merger Sub adopted a resolution on February 14, 2001 declaring the advisability of the Agreement and Plan of Merger (the "Merger Agreement") on substantially the terms and conditions set forth in the resolution and directing the submission of the Merger Agreement for consideration by the sole stockholder. In accordance with Section 3-105(e) of the MGCL, the sole stockholder of Merger Sub adopted resolutions on February 14, 2001 approving the Merger Agreement. Pursuant to Sections 252(c) and 251(b) of the DGCL, the board of directors of GPO adopted a resolution approving the Merger Agreement and declaring its advisability. In accordance with Sections

STATE OF MARYLAND

I hereby certify that this is a true and complete copy of the page document on file in this office. DATED: 6/15/95

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

By: [Signature], Custodian

This stamp replaces our previous certification system. Effective: 6/95

252(c) and 251(c) of the DGCL, the Merger Agreement was submitted to the stockholders of GPO, which unanimously voted for the adoption of the Merger Agreement, as evidenced by the unanimous written consent of stockholders dated March 1, 2001.

SIXTH: The Merger shall become effective upon the filing of these Articles of Merger.

SEVENTH: The articles of incorporation of Merger Sub in effect immediately prior to the Effective Time shall be the articles of incorporation of the successor corporation and shall be governed by the MGCL.

SEVENTH: The following charts set forth, for each party to these Articles of Merger, (1) the total number of authorized shares of all classes of stock, (2) the number of shares of stock outstanding of each class of stock, (3) the par value of the shares of stock of each class of stock, and (4) the aggregate par value of all the shares of all classes of stock.

Street Retail, Inc.

Class	Common Stock
Number of Authorized Shares	1,000,000
Number of Shares Outstanding	10,000
Par Value Per Share	\$0.01
Aggregate Par Value	\$10,000

GPO I Inc.

Class	Common Stock
Number of Authorized Shares	1,000
Number of Shares Outstanding	250
Par Value Per Share	\$0.01
Aggregate Par Value	\$10.00

EIGHTH: The manner and basis of converting or exchanging issued stock of the merging corporations into different stock of a corporation or other consideration, and the treatment of any issued stock of the merging corporations not to be converted or exchanged, are as follows:

- (a) Each share of GPO common stock issued and outstanding immediately prior to the Effective Time shall be exchanged for 1/250th of the consideration to be paid to the GPO stockholders in connection with

the Merger (the "Merger Consideration"), which shall consist of (1) the aggregate number (the "Fixed Shares") of common shares of beneficial interest of Federal Realty Investment Trust, a Maryland real estate investment trust (the "REIT Shares") and the holder of all of the common stock of Merger Sub ("Federal Realty"), issuable at the Effective Time in accordance with Section 3.1.B of the Merger Agreement, (2) the number of REIT Shares issuable from time to time as additional merger consideration (the "Earnout Shares"; together with the Fixed Shares, the "Merger Shares") as provided in that certain Put Agreement, dated March 2, 2001, by and among Street Retail West GP, Inc., Merger Sub, C.I.M. Group LLC, Federal Realty, GPO, GPM I Inc., GPO II Inc. and GPM II Inc., and (3) the cash payable to the GPO stockholders as additional merger consideration as provided in Article II of the Put Agreement. The Merger Shares are duly authorized and, when issued, will be validly issued, fully paid and nonassessable REIT Shares.

- (b) After the Effective Time, all shares of GPO shall no longer be outstanding and shall be canceled and retired and shall cease to exist. At the Effective Time and until surrendered, each certificate representing shares of GPO common stock will be deemed for all purposes to represent the Merger Consideration in accordance with the terms of the Merger Agreement.
- (c) Each share of GPO common stock held in GPO's treasury at the Effective Time shall, by virtue of the Merger, cease to be outstanding, shall be canceled and retired without payment of any consideration therefor and shall cease to exist.
- (d) Each share of Merger Sub common stock issued and outstanding immediately prior to the Effective Time shall exist and continue at and subsequent to the Effective Time as the issued and outstanding common stock of the successor corporation.


[SIGNATURES ON FOLLOWING PAGE]

IN WITNESS WHEREOF, the parties to these Articles of Merger have executed these Articles of Merger as of this ____ day of June, 2001.

WITNESS:

Dean M Beck

STREET RETAIL, INC.,
a Maryland corporation

By: 
Name: Ron D. Keyhan
Title: Vice President

WITNESS:

Shaul Kuba
Secretary

GPO I INC.,
a Delaware corporation

By: _____
Name: Richard S. Ressler
Title: President

IN WITNESS WHEREOF, the parties to these Articles of Merger have executed these Articles of Merger as of this 14th day of June, 2001.

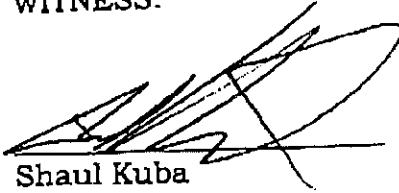
WITNESS:


STREET RETAIL, INC.,
a Maryland corporation

By: _____
Name:
Title:

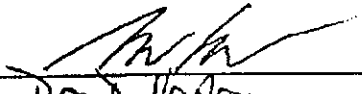
WITNESS:

GPO I INC.,
a Delaware corporation

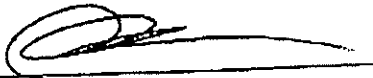

Shaul Kuba
Secretary

By: 
Name: Richard S. Ressler
Title: President

THE UNDERSIGNED, VICE PRESIDENT of Street Retail, Inc., a Maryland corporation, who executed on behalf of said corporation the foregoing Articles of Merger of which this certificate is made a part, hereby acknowledges in the name and on behalf of said corporation the foregoing Articles of Merger to be the corporate act of said corporation and hereby certifies that to the best of his knowledge, information and belief the matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects under the penalties of perjury.


Name: Don D. Kaplan
VICE PRESIDENT

THE UNDERSIGNED, PRESIDENT of GPO I Inc., a Delaware corporation, who executed on behalf of said corporation the foregoing Articles of Merger of which this certificate is made a part, hereby acknowledges in the name and on behalf of said corporation the foregoing Articles of Merger to be the corporate act of said corporation and hereby certifies that to the best of his knowledge, information and belief the matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects under the penalties of perjury.


Richard S. Ressler
PRESIDENT

**** EXPEDITED SERVICE ****

**** KEEP WITH DOCUMENT ****

DOCUMENT CODE 11 BUSINESS CODE _____

STATE OF MARYLAND
DEPT OF ASSESSMENTS AND TAXATION
CUST ID: 0000662679
WORK ORDER: 0000464918
DATE: 06-19-2001 04:28 PM
AMT. PAID: \$103.00

Close _____ Stock _____ Nonstock _____

P.A. _____ Religious _____

Merging (Transferor) BPO I Inc.

Surviving (Transferee) Street

Retail, Inc.

(De)

(Md) LT 4031688

FEES REMITTED

Base Fee: 20

Org. & Cap. Fee: _____

Expedite Fee: 70

Penalty: _____

State Recordation Tax: _____

State Transfer Tax: _____

100 Certified Copies: _____

Copy Fee: 13

Certificates: _____

Certificate Fee: _____

Other: _____

TOTAL FEES: 103

Credit Card _____ Check ☒ Cash _____

1 Documents on 2 Checks

APPROVED BY: [Signature]

KEYED BY: _____

COMMENT(S):

ID # D04031688 ACK # 1000346324000000
LIBER: B00266 FOLIO: 1209 PAGES: 0008
STREET RETAIL, INC.

06/19/2001 AT 04:28 P WD # 0000464918

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Resignation of Resident Agent

Designation of Resident Agent

and Resident Agent's Address

Change of Business Code

Adoption of Assumed Name

Other Change(s)

CODE 007

ATTENTION: _____

MAIL TO ADDRESS: _____

ARTICLES OF MERGER
OF
GPO II INC. INTO STREET RETAIL, INC.

Pursuant to Section 3-109 of the Maryland General Corporation Law (the "MGCL"), Street Retail, Inc., a Maryland corporation ("Merger Sub"), and GPO II Inc., a Delaware corporation ("GPO"), do hereby agree to enter into a merger (the "Merger") of GPO with and into Merger Sub and certify to the following facts relating to the Merger:

FIRST: The name and place of incorporation of each party to these Articles of Merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Street Retail, Inc.	Maryland
GPO II Inc.	Delaware

SECOND: The successor corporation shall be Merger Sub and shall have the name of "Street Retail, Inc."

THIRD: GPO was incorporated on December 16, 1996 pursuant to the Delaware General Corporation Law (the "DGCL"). GPO is not qualified or registered to do business in the State of Maryland.

FOURTH: The county in the State of Maryland in which Merger Sub has its principal office is Montgomery County. Merger Sub owns an interest in land in Montgomery County. GPO does not have its principal office in the State of Maryland, nor does it own an interest in land in any county in the State of Maryland.

FIFTH: The terms and conditions of the Merger set forth in these Articles of Merger have been advised, authorized and approved by each of Merger Sub and GPO in the manner and by the vote required by its charter and the laws of the state where it is organized. Pursuant to Section 3-105(b) of the MGCL, the board of directors of Merger Sub adopted a resolution on February 14, 2001 declaring the advisability of the Agreement and Plan of Merger (the "Merger Agreement") on substantially the terms and conditions set forth in the resolution and directing the submission of the Merger Agreement for consideration by the sole stockholder. In accordance with Section 3-105(e) of the MGCL, the sole stockholder of Merger Sub adopted resolutions on February 14, 2001 approving the Merger Agreement. Pursuant to Sections 252(c) and 251(b) of the DGCL, the board of directors of GPO adopted a resolution approving the Merger Agreement and declaring its advisability. In accordance with Sections

6/9/95

Custodian

Effective: 6/95

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

I hereby certify that this is a true and complete copy of the page document on file in this office. DATED: 6/9/95

By: [Signature]

This stamp replaces our previous certification system.

252(c) and 251(c) of the DGCL, the Merger Agreement was submitted to the stockholders of GPO, which unanimously voted for the adoption of the Merger Agreement, as evidenced by the unanimous written consent of stockholders dated March 1, 2001.

SIXTH: The Merger shall become effective upon the filing of these Articles of Merger.

SEVENTH: The articles of incorporation of Merger Sub in effect immediately prior to the Effective Time shall be the articles of incorporation of the successor corporation and shall be governed by the MGCL.

SEVENTH: The following charts set forth, for each party to these Articles of Merger, (1) the total number of authorized shares of all classes of stock, (2) the number of shares of stock outstanding of each class of stock, (3) the par value of the shares of stock of each class of stock, and (4) the aggregate par value of all the shares of all classes of stock.

Street Retail, Inc.

Class	Common Stock
Number of Authorized Shares	1,000,000
Number of Shares Outstanding	10,000
Par Value Per Share	\$0.01
Aggregate Par Value	\$10,000

GPO II Inc.

Class	Common Stock
Number of Authorized Shares	1,000
Number of Shares Outstanding	680
Par Value Per Share	\$0.01
Aggregate Par Value	\$10.00

EIGHTH: The manner and basis of converting or exchanging issued stock of the merging corporations into different stock of a corporation or other consideration, and the treatment of any issued stock of the merging corporations not to be converted or exchanged, are as follows:

- (a) Each share of GPO common stock issued and outstanding immediately prior to the Effective Time shall be exchanged for 1/680th of the consideration to

be paid to the GPO stockholders in connection with the Merger (the "Merger Consideration"), which shall consist of the aggregate number (the "Merger Shares") of common shares of beneficial interest of Federal Realty Investment Trust, a Maryland real estate investment trust (the "REIT Shares") and the holder of all of the common stock of Merger Sub ("Federal Realty"), issuable at the Effective Time in accordance with Section 3.1 of the Merger Agreement. The Merger Shares are duly authorized and, when issued, will be validly issued, fully paid and nonassessable REIT Shares.

- (b) After the Effective Time, all shares of GPO shall no longer be outstanding and shall be canceled and retired and shall cease to exist. At the Effective Time and until surrendered, each certificate representing shares of GPO common stock will be deemed for all purposes to represent the Merger Consideration in accordance with the terms of the Merger Agreement.
- (c) Each share of GPO common stock held in GPO's treasury at the Effective Time shall, by virtue of the Merger, cease to be outstanding, shall be canceled and retired without payment of any consideration therefor and shall cease to exist.
- (d) Each share of Merger Sub common stock issued and outstanding immediately prior to the Effective Time shall exist and continue at and subsequent to the Effective Time as the issued and outstanding common stock of the successor corporation.

[SIGNATURES ON FOLLOWING PAGE]

IN WITNESS WHEREOF, the parties to these Articles of Merger have executed these Articles of Merger as of this 19th day of June, 2001.

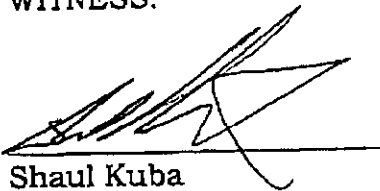
WITNESS:

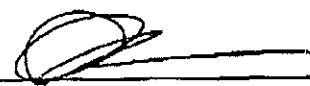
STREET RETAIL, INC.,
a Maryland corporation

By: _____
Name:
Title:

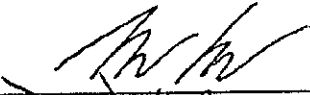
WITNESS:

GPO II INC.,
a Delaware corporation


Shaul Kuba
Secretary

By: 
Name: Richard S. Ressler
Title: President

THE UNDERSIGNED, VICE PRESIDENT of Street Retail, Inc., a Maryland corporation, who executed on behalf of said corporation the foregoing Articles of Merger of which this certificate is made a part, hereby acknowledges in the name and on behalf of said corporation the foregoing Articles of Merger to be the corporate act of said corporation and hereby certifies that to the best of his knowledge, information and belief the matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects under the penalties of perjury.


Name: Ron S. Kaplan
VICE PRESIDENT

THE UNDERSIGNED, PRESIDENT of GPO II Inc., a Delaware corporation, who executed on behalf of said corporation the foregoing Articles of Merger of which this certificate is made a part, hereby acknowledges in the name and on behalf of said corporation the foregoing Articles of Merger to be the corporate act of said corporation and hereby certifies that to the best of his knowledge, information and belief the matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects under the penalties of perjury.



Richard S. Ressler
PRESIDENT

**** EXPEDITED SERVICE ****

**** KEEP WITH DOCUMENT ****

DOCUMENT CODE 11 BUSINESS CODE _____

STATE OF MARYLAND
DEPT. OF ASSESSMENTS AND TAXATION
CUST ID: 0000862670
WORK ORDER: 0000464913
DATE: 06-19-2001 04:25 PM
AMT. PAID: \$103.00

Close _____ Stock _____ Nonstock _____

P.A. _____ Religious _____

Merging (Transferor) SPD II Inc.

Surviving (Transferee) Street

Retail Inc.

(ml) D 4031688

(hl)

FEES REMITTED

Base Fee: 20

Org. & Cap. Fee: _____

Expedite Fee: 70

Penalty: _____

State Recordation Tax: _____

State Transfer Tax: _____

100 Certified Copies: 13

Copy Fee: _____

Certificates: _____

Certificate Fee: _____

Other: _____

TOTAL FEES: 103

Credit Card _____ Check ☒ Cash _____

Documents on _____ Checks _____

APPROVED BY: [Signature]

KEYED BY: _____

COMMENT(S): _____

ID # D04031688 ACK # 1000359908000000
LIBER: B00279 FOLIO: 0736 PAGES: 0008
STREET RETAIL, INC.

06/19/2001 AT 04:25 P WO # 0000464913

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Resignation of Resident Agent

Designation of Resident Agent

and Resident Agent's Address

Change of Business Code

Adoption of Assumed Name

Other Change(s) _____

CODE 007

ATTENTION: _____

MAIL TO ADDRESS: _____

COPIES MADE

CHANGE OF RESIDENT AGENT AND RESIDENT AGENTS ADDRESS
OF
STREET RETAIL, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND SEPTEMBER 23, 1997 AT 3:02 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____

\$ 10.00

\$ _____

D4031688

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

STATE OF MARYLAND

I hereby certify that this is a true and complete copy of the
page document on file in this office dated: SEP 23 1997

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
111 E. CHASSEMENTS AND TAXATION
BALTIMORE MD 21202

BY: [Signature], Custodian

This stamp replaces our previous certification system. Effective: 06/23/1997

A 574243



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER. FOLIO.

3975
1326

4

DOMESTIC CORPORATION

NOTICE OF CHANGE OF PRINCIPAL OFFICE AND RESIDENT AGENT

State Department of Assessments
and Taxation
Baltimore, Maryland

72678532

Pursuant to the provisions of Section 2-108 of the Maryland General Corporation Law, the undersigned Maryland corporation hereby notifies the State Department of Assessments and Taxation of Maryland:

(1) That under resolution adopted by the Board of Directors of the corporation on September 11, 1997, a certified copy of which is filed herewith, the resident agent of the corporation in the State of Maryland has been changed to CSC-Lawyers Incorporating Service Company whose post office address is 11 East Chase Street, Baltimore, Maryland 21202. The resident agent so designated is a corporation of the State of Maryland.

STREET RETAIL, INC.

By

Charles Garner,

(VICE) PRESIDENT

Dated: September 16, 1997

The undersigned, being the duly elected and acting Secretary of **STREET RETAIL, INC.**, hereby certifies that at a meeting of the Board of Directors duly called and held on September 11, 1997, the following resolutions were duly adopted and are now in full force and effect:

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

9/23/97 at 3:02 P.M.

WDC. 537518-020
O. Hays
4773416

"RESOLVED, that CSC-Lawyers Incorporating Service Company, 11 East Chase Street, Baltimore, Maryland 21202 be and it hereby is designated as Resident Agent of the Corporation in lieu of STEVEN J. GUTTMAN and that the proper officer of the corporation is authorized to file a Notice to that effect."

I, Deborah A. Colson, certify under the penalties of perjury that to the best of my knowledge, information, and belief, the foregoing resolution is true and correct in all material respects.

Deborah A. Colson,

(ASST) SECRETARY



Street Retail, Inc.

1626 East Jefferson Street, Rockville, MD 20852-4041 Phone 301-998-8100

CERTIFIED RESOLUTION

I HEREBY CERTIFY that I am the Secretary of Street Retail, Inc., a Maryland corporation ("Corporation") and that on September 11, 1997, the Board of Directors adopted the following resolution which is now in full force and effect and is not inconsistent with the Corporation's Articles of Incorporation or Bylaws:

RESOLVED, that CSC-Lawyers Incorporating Service Company, 11 East Chase Street, Baltimore, Maryland 21202 be and it hereby is designated as Resident Agent of the Corporation in lieu of Steven J. Guttman and that the proper officer of the Corporation is authorized to file a Notice to that effect.

Deborah A. Colson
Secretary

Date: September 16, 1997

ARTICLES OF AMENDMENT
OF
STREET RETAIL, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND OCTOBER 31, 1996 AT 9:26 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$ _____

D4031688

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

STATE OF MARYLAND

I hereby certify that this FILE NUMBER and complete copy of the
page document on file in ERIS office, DATED:
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
BY: A. J. JONES ROCKVILLE, MARYLAND 20852 4061, Custodian
This stamp replaces our previous certification system. Effective: 6/95



089C3109111

A 539219

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER. FOLIO.

3870

1241

3

no

ARTICLES OF AMENDMENT 10-31-96 926a
(INCLUDING CHANGE OF PRINCIPAL OFFICE
AND CHANGE OF ADDRESS OF RESIDENT AGENT)
TO THE
ARTICLES OF INCORPORATION
OF
STREET RETAIL, INC.

63058242

Street Retail, Inc., a Maryland corporation having its principal office in Montgomery County, Maryland (hereinafter called the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The charter of the Corporation is hereby amended by striking out Article Third and inserting in lieu thereof the following:

2096
"THIRD: The purposes for which the Corporation is formed are as follows:

1. Acquisition of existing buildings located in downtown urban and suburban areas throughout the United States, providing that those areas serve densely populated and stable residential communities.
2. Conduct of any other lawful business for which corporations may be organized under the laws of the State of Maryland.
3. The Corporation is further authorized to have and exercise any and all powers or privileges now or hereafter conferred by the General Corporation Law of the State of Maryland or under any Act amendatory thereof or supplemental thereto or in substitution therefor."

SECOND: The amendment of the charter of the Corporation as hereinabove set forth has been duly advised by the Board of Directors and approved by the stockholders of the Corporation.

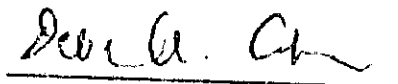
THIRD: The post office address of the principal office of the Corporation in Maryland and the post office address of its resident agent in Maryland are changed to be the following:

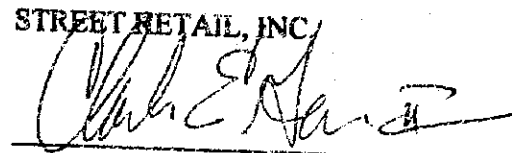
1626 East Jefferson Street
Rockville, Maryland 20852-4041

✓

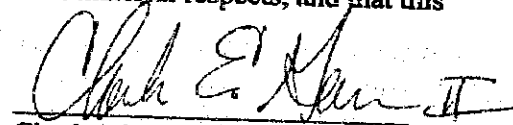
IN WITNESS WHEREOF: Street Retail, Inc. has caused these presents to be signed in its name and on its behalf by its President or one of its Vice Presidents and attested by its Secretary or one of its Assistant Secretaries on October 28, 1996.

ATTEST:


Deborah Colson
Secretary

STREET RETAIL, INC.

Charles Garner
Vice President

THE UNDERSIGNED, President (or Vice President) of Street Retail, Inc., who executed on behalf of said corporation the foregoing Articles of Amendment, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Amendment to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information, and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, and that this statement is made under the penalties for perjury.


Charles Garner
Vice President

ARTICLES OF INCORPORATION
OF
STREET RETAIL, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 19, 1994 AT 11:47 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID

RECORDING
FEE PAID

SPECIAL
FEE PAID

\$ 20.00

\$ 20.00

\$

D4031688

XX

IT IS HEREBY CERTIFIED THAT THE WITHIN INSTRUMENT TOGETHER WITH ALL ENDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

STATE OF MARYLAND

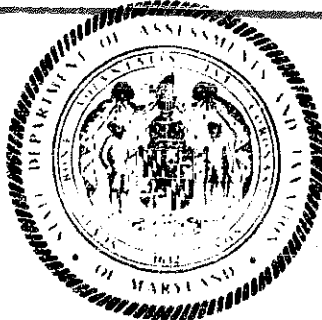
I hereby certify that PATRICIA LANKENAU true and complete copy of the
page document on 2600 VIRGINIA AVE NW STE 1111
WASHINGTON DC 20037
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

BY: Alfonsoles gvm, Custodian

This stamp replaces our previous certification system. Effective: 6/95

12163084226

A 473026



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN FEBRUARY 1995

3673
1547
③

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
APPROVED FOR RECORD

at a.m.
ARTICLES OF INCORPORATION
OF
STREET RETAIL, INC.

12-19-94 11:47 a

FIRST: The undersigned, Patricia A. Lankenau, whose post office address is Suite 1111, 2600 Virginia Avenue, N.W., Washington, DC 20037, being at least eighteen (18) years of age, does hereby form a corporation under the General Corporation Law of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the "Corporation") is Street Retail, Inc.

THIRD: The purposes for which the Corporation is formed are as follows:

1. Acquisition of existing buildings located in downtown urban and suburban areas throughout the United States, providing that those areas serve densely populated and stable residential communities.

2. The Corporation is further authorized to have and exercise any and all powers or privileges now or hereafter conferred by the General Corporation Law of the State of Maryland or under any Act amendatory thereof or supplemental thereto or in substitution therefor.

FOURTH: The post office address of the principal office of the Corporation in Maryland is:

4800 Hampden Lane, Suite 500
Bethesda, Maryland 20814

FIFTH: The name and post office address of the resident agent of the Corporation in Maryland is:

Steven J. Guttman
4800 Hampden Lane, Suite 500
Bethesda, Maryland 20814

Said resident agent is an individual actually residing in the State of Maryland.

I.D. NO# D4031688
ACKN. NO. - 121C3084226
STREET RETAIL, INC.

ARTICLES.DOC

NO. OF CERTIFIED COPIES - 0

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is one million (1,000,000) shares of one class of common stock with a par value of \$.01. The aggregate par value of all stock the Corporation has authority to issue is Ten Thousand Dollars (\$10,000).

SEVENTH: The number of initial directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the Bylaws of the Corporation and the names of the directors who shall act until the first annual meeting or until their successors are elected and qualified are:

Steven J. Guttman
Hal A. Vasvari
M.J. Morrow

EIGHTH: Provisions limiting or denying to stockholders the preemptive right to acquire additional shares of capital stock of the Corporation are as follows: No holder of capital stock shall be entitled as a matter of right to subscribe for or purchase any part of any new or additional issue of capital stock of any class, whether now or hereafter authorized or whether issued for money, for a consideration other than money, or by way of dividend.

NINTH: The provisions for the regulation of the internal affairs of the Corporation are to be stated in the Bylaws of the Corporation, as the same may be amended from time to time.

I have signed these Articles of Incorporation on December 12, 1994, acknowledging it to be my act and that the matters and facts set forth herein are true in all material respects.

Patricia A. Lankenau
Patricia A. Lankenau