



THE UNITED STATES
CORPORATION
COMPANY

F96 000005047

ACCOUNT NO. : 072100000032

REFERENCE : 213798 4341717

AUTHORIZATION :

Patricia Pyper

COST LIMIT : \$ 43.75

FILED
97 JAN 14 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : January 7, 1997

ORDER TIME : 10:03 AM

ORDER NO. : 213798-005

CUSTOMER NO: 4341717

400002052384--7

CUSTOMER: Mr. Michael J. Dougherty
Jones Day Reavis & Pogue
One Mellon Bank Center, 31st Fl
500 Grant Street
Pittsburgh, PA 15219

FOREIGN FILINGS

NAME: IHC/INTERSTONE CORPORATION

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Richard W Whittaker

RECEIVED
7 JAN -9 AM 10:37
DIVISION OF CORPORATION

N. HENDRICKS JAN 14 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 9, 1997

CSC

TALLAHASSEE, FL

SUBJECT: IHC/INTERSTONE CORPORATION
Ref. Number: F96000005047

We have received your document for IHC/INTERSTONE CORPORATION and the authorization to debit your account in the amount of \$43.75. However, the document has not been filed and is being returned for the following:

The date in #4 must be the same as the date stated on the certificate from the state of incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6903.

Nancy Hendricks
Corporate Specialist

Letter Number: 197A00001222



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 13, 1997

CSC - RICHARD W. WHITTAKER

TALLAHASSEE, FL

SUBJECT: IHC/INTERSTONE CORPORATION
Ref. Number: F96000005047

We have received your document for IHC/INTERSTONE CORPORATION and the authorization to debit your account in the amount of \$43.75. However, the document has not been filed and is being returned for the following:

Please furnish this office with a certificate from the state of Delaware indicating an effective date for the name change amendment. Otherwise, this amendment can not have an effective date.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6906.

Darlene Connell
Corporate Specialist

Letter Number: 697A00001576

PROFIT CORPORATION

**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE
AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**
(Pursuant to s. 607.1504, F.S.)

FILED
97 JAN 14 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I

(1-3 must be completed)

1. IHC/Interstone Corporation
Name of corporation as it appears on the records of the Department of State.
2. Delaware 3. October 1, 1996
Incorporated under the laws of Date authorized to do business in Florida

SECTION II

(4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 12-24-96 @ 9:00am effective
12-31-96 @ 11:59pm
5. IHC Realty Corporation
Name of corporation after the amendment, adding suffix "corporation", "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.

New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

New Jurisdiction

Timothy Q. Hudak
Typed or printed name

January 8, 1997
Date
Assistant Secretary
Title

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF MERGER, WHICH MERGES:

"IHC/ATLANTA CORPORATION", A DELAWARE CORPORATION,
 "IHC/BLACKSBURG CORPORATION", A DELAWARE CORPORATION,
 "IHC/BRENTWOOD CORPORATION", A DELAWARE CORPORATION,
 "IHC/CG PORTFOLIO CORPORATION", A DELAWARE CORPORATION,
 "IHC/COLORADO SPRINGS CORPORATION", A DELAWARE CORPORATION,
 "IHC/CONSHOHOCKEN CORPORATION", A DELAWARE CORPORATION,
 "IHC/DENVER CORPORATION", A DELAWARE CORPORATION,
 "IHC/HOUSTON CORPORATION", A DELAWARE CORPORATION,
 "IHC/HUNTINGTON CORPORATION", A DELAWARE CORPORATION,
 "IHC/LISLE CORPORATION", A DELAWARE CORPORATION,
 "IHC/ROANOKE CORPORATION", A DELAWARE CORPORATION,
 "IHC/WESTBOROUGH CORPORATION", A DELAWARE CORPORATION,
 "IHC/WILLIAMSBURG CORPORATION", A DELAWARE CORPORATION,

WITH AND INTO "IHC/INTERSTONE CORPORATION" UNDER THE NAME OF "IHC REALTY CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FOURTH DAY OF DECEMBER, A.D. 1996, AT



2375691 8330

971012259

Edward J. Freel, Secretary of State

8283083

AUTHENTICATION:

DATE:

01-13-97

State of Delaware
Office of the Secretary of State

PAGE 2

9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

2375691 8330

971012259



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

8283083

01-13-97