

F99000002309



THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 225593 7150657
AUTHORIZATION :
COST LIMIT : \$ PPD

ORDER DATE : May 3, 1999
ORDER TIME : 10:42 AM
ORDER NO. : 225593-005
CUSTOMER NO: 7150657

300002863593--3
-05/05/99--01062--002
*****78.75 *****78.75

CUSTOMER: Mr. David W. Hagy
Crestar Bank
919 East Main Street
Richmond, VA 23219

FOREIGN FILINGS

RECEIVED
MAY -5 AM 11:25

NAME: SUNTRUST REAL ESTATE CORPORATION

QUALIFICATION (TYPE: CO)

FILED
99 MAY -5 PM 12:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA
W/S

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. SunTrust Real Estate Corporation
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Georgia 3. (Applied For)
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 4/5/99 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. N/A
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 919 East Main Street
Richmond, VA 23219
(Current mailing address)

8. Any lawful purpose
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301
(Zip code)

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10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: See Attached Schedule B

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: See Attached Schedule A

Address: _____

Vice President: _____

Address: _____

Secretary: _____

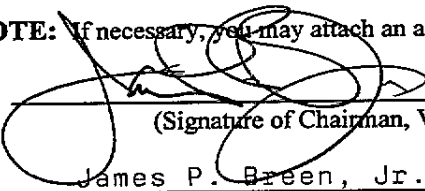
Address: _____

Treasurer: _____

Address: _____

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TALLAHASSEE FLORIDA

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.  _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. James P. Breen, Jr., CEO & President
(Typed or printed name and capacity of person signing application)

Schedule A

OFFICERS OF SUNTRUST REAL ESTATE CORPORATION

John W. Spiegel	Chairman	303 Peachtree St., NE, 30 th Floor, Atlanta, GA 30308
William P. O'Halloran	Vice Chairman	303 Peachtree St., NE, 30 th Floor, Atlanta, GA 30308
James P. Breen, Jr.	Chief Executive Officer and President	919 E. Main Street, Richmond, VA 23219
David W. Hagy	Corporate Secretary and Senior Vice President	919 E. Main Street, Richmond, VA 23219
Susan C. Gallienne	Executive Vice President - Operations	919 E. Main Street, Richmond, VA 23219
Jerry O. Taylor	Executive Vice President - Operations	919 E. Main Street, Richmond, VA 23219
Ann S. Brewer	Senior Vice President - Technology Systems	919 E. Main Street, Richmond, VA 23219
Paul Feyereisen	Senior Vice President	100 South Crest Drive, Stockbridge, GA 30281

Vice President

Barnes, Wayne S.	Vice President	919 E. Main Street, Richmond, VA 23219
Boyd, Katja E.	Vice President	5380-C Eisenhower Avenue, Alexandria, VA 22304
Brandow, Renee	Vice President	41 Rachel Drive, Nashville, TN 37214
Buie, Kitty	Vice President	1 Park Place, N.E., Atlanta, GA 30303
Burns, N. Pat	Vice President	201 4th Avenue North, Nashville, TN 37219
Clark, Dennis P.	Vice President	5380-C Eisenhower Avenue, Alexandria, VA 22304
Corbin, (Bill) William B.	Vice President	919 E. Main Street, Richmond, VA 23219
Eve, Holly Law	Vice President	919 E. Main Street, Richmond, VA 23219
Fisher, Susan M.	Vice President	919 E. Main Street, Richmond, VA 23219
Framme, (Fran) Frances S.	Vice President	919 E. Main Street, Richmond, VA 23219
Glover, Cordie	Vice President	2601 Alameda Avenue, Norfolk, VA 23513
Heffernan, Lisa Romankiw	Vice President	919 E. Main Street, Richmond, VA 23219
Horsey, Jim	Vice President	700 East Hill Avenue, Knoxville, TN 37915
Lyell, Linda T.	Vice President	919 E. Main Street, Richmond, VA 23219
Mackin, John	Vice President	7455 Chancellor Drive, Orlando, FL 32809
Pownell, Rodney E.	Vice President	5380-C Eisenhower Avenue, Alexandria, VA 22304
Slough, Susan R.	Vice President	919 E. Main Street, Richmond, VA 23219
Tamaddon, Behzad	Vice President	919 E. Main Street, Richmond, VA 23219
Watson, J. Drake, Jr.	Vice President	919 E. Main Street, Richmond, VA 23219

Assistant Vice President

Barrett, (Sandy) Sandra E.	Assistant Vice President	919 E. Main Street, Richmond, VA 23219
Blunt, Jean D.	Assistant Vice President	919 E. Main Street, Richmond, VA 23219
Casey, Mary Jo	Assistant Vice President	919 E. Main Street, Richmond, VA 23219
Childress, Bruce	Assistant Vice President	7818 Parham Road, Richmond, VA 23294
Clark, Leigh H.	Assistant Vice President	919 E. Main Street, Richmond, VA 23219
Delano, Sheila A.	Assistant Vice President	919 E. Main Street, Richmond, VA 23219
Gregory, Charles	Assistant Vice President	1001 Semmes Avenue, Richmond, VA 23222
Gresham, Karen P.	Assistant Vice President	919 E. Main Street, Richmond, VA 23219
Hirsch, David M.	Assistant Vice President	919 E. Main Street, Richmond, VA 23219
Journey, (Judy) Judith R.	Assistant Vice President	919 E. Main Street, Richmond, VA 23219
Keene, Randy	Assistant Vice President	201 4th Avenue North, Nashville, TN 37219
King, Julie	Assistant Vice President	919 E. Main Street, Richmond, VA 23219
Moss, Patrick C.	Assistant Vice President	5380-C Eisenhower Avenue, Alexandria, VA 22304
Moum, Hunter F.	Assistant Vice President	919 E. Main Street, Richmond, VA 23219
Ouellette, Darlene M.	Assistant Vice President	5380-C Eisenhower Avenue, Alexandria, VA 22304

Officer

Hulcher, (Chuck) Charles W.	Officer	4221 Carolina Avenue, Richmond, VA 23222
Smith, Roslyn	Officer	2601 Alameda Avenue, Norfolk, VA 23513
Sebastian, (Bob) Robert E.	Officer	919 E. Main Street, Richmond, VA 23219

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Schedule B

DIRECTORS OF SUNTRUST REAL ESTATE CORPORATION

John W. Spiegel
303 Peachtree Street, N.E., 30th Floor
Atlanta, Georgia 30308

William P. O'Halloran
303 Peachtree Street, N.E., 30th Floor
Atlanta, Georgia 30308

James P. Breen, Jr.
919 East Main Street, HDQ 8714
Richmond, Virginia 23219

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Secretary of State

Corporations Division

315 West Tower

2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

DOCKET NUMBER : K91040777
CONTROL NUMBER : K915071
DATE INC/AUTH/FILED: 04/05/1999
JURISDICTION : GEORGIA
PRINT DATE : 04/14/1999
FORM NUMBER : 211

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

PAULA BIRD
P O BOX 4418
MAILCODE 643
ATLANTA GA 30302-4418

CERTIFICATE OF EXISTENCE


I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

SUNTRUST REAL ESTATE CORPORATION A DOMESTIC PROFIT CORPORATION

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation, or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up, or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.


CATHY COX
SECRETARY OF STATE

