F98000005288

CSC THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 964495 4326321

AUTHORIZATION : Patricia Piggott

COST LIMIT : $ 78.75

ORDER DATE : September 16, 1998

ORDER TIME : 11:13 AM

ORDER NO. : 964495-030

CUSTOMER NO: 4326321

000002644930--6

CUSTOMER: Mel Hindin, Legal Asst
Hunton & Williams
1900 K Street, N.w.

Washington, DC 20006-1109

RECEIVED
98 SEP 21 PM 1:14
DIVISION OF CORPORATION

FOREIGN FILINGS

NAME: WINSTON MANAGER CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

FILED
98 SEP 21 PM 1:48
SECRETARY OF STATE
TALLAHASSEE FLORIDA

CONTACT PERSON: Cassandra Bryant

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. Winston Manager 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. Virginia
(State or country under the law of which it is incorporated)

3. Applied For
(FEI number, if applicable)

4. September 16, 1998
(Date of Incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

FILED
98 SEP 21 PM 1:48
SECRETARY OF STATE
TALLAHASSEE FLORIDA

6. Upon qualification.
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)

7. Riverfront Plaza, East Tower, 951 East Byrd Street,

Richmond, Virginia 23219
(Current mailing address)

8. Being the managing member of a single purpose limited liability company known as Winston SPE LLC, a Virginia limited liability company
(Purpose(s) of corporation authorized in home state or country to be carried out in the 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)

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.

Corporation Service Company

By: Sheila R. Hawkins Asst. Secy.
Sheila R. Hawkins
(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 officers/directors rider

Address: _____

_____

Vice Chairman: _____

Address: _____

_____

Director: _____

Address: _____

_____

Director: _____

Address: _____

_____

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

President: See attached officers/directors rider

Address: _____

_____

Vice President: _____

Address: _____

_____

Secretary: _____

Address: _____

_____

Treasurer: _____

Address: _____

_____

FILED
98 SEP 21 PM 1:48
SECRETARY OF STATE
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. Joseph V. Green, Vice President
(Typed or printed name and capacity of person signing application)

WINSTON MANAGER CORPORATION

Officers/Directors Rider

Name and Title:	Business Address
Robert W. Winston, III President and Director	2209 Century Drive Suite 300 Raleigh, NC 27612
Joseph V. Green Vice President and Director	2209 Century Drive Suite 300 Raleigh, NC 27612
James D. Rosenberg, Chief Financial Officer and Director	2209 Century Drive Suite 300 Raleigh, NC 27612
Mary Ellen Hindin Vice President/Assistant Secretary	1900 K Street, N.W. Suite 1200 Washington, D.C. 20006

FILED
98 SEP 21 PM 1:48
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Commonwealth of Virginia

State Corporation Commission

I Certify the Following from the Records of the Commission:

WINSTON MANAGER CORPORATION is a corporation existing under and by virtue of the laws of Virginia, and is in good standing.

The date of incorporation is September 16, 1998.

Nothing more is hereby certified.

FILED
98 SEP 21 PM 1:48
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Signed and Sealed at Richmond
on this Date: September 17, 1998

William J. Bridge

William J. Bridge, Clerk of the Commission

CIS20444