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ACCOUNT NO. : 072100000032

REFERENCE : 812034 4304847

AUTHORIZATION : *Patricia Pujate*

COST LIMIT : \$ 87.50

ORDER DATE : August 25, 2000

ORDER TIME : 2:52 PM

ORDER NO. : 812034-005

CUSTOMER NO: 4304847

CUSTOMER: Ms. Carolyn Lindquist
Goodwin, Procter & Hoar LLP
Exchange Place
53 State St., 23rd Floor
Boston, MA 021092881

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DIVISION OF CORPORATIONS
00 AUG 28 PM 4:44

FOREIGN FILINGS

NAME: HEADLANDS REALTY CORPORATION

800003375258--7

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING (QUANTITY OF 2)

CONTACT PERSON: Susie Knight

EXT: 1156

RECEIVED
00 AUG 28 PM 3:17
DIVISION OF CORPORATIONS

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
AUG 28 PM 4:44

1. Headlands Realty 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. Maryland

(State or country under the law of which it is incorporated)

3. 94-3306155

(FEI number, if applicable)

4. July 29, 1998

(Date of incorporation)

5. Perpetual

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

6. Upon Qualification

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

7. 505 Montgomery Street 5th Floor

San Francisco, CA 94111

(Current mailing address)

8. Acquiring, managing, developing and disposing of real property

(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 System

Office Address: 1201 Hays Street

Tallahassee

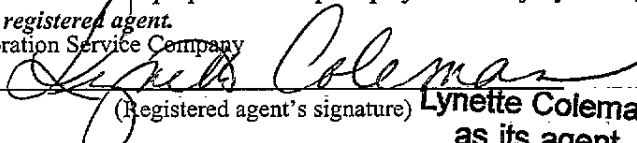
, Florida, 32301

(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


(Registered agent's signature) **Lynette Coleman**
as its agent

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)

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SECRETARY OF CORPORATIONS
00 AUG 28 PM 4:44

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

Chairman: David S. Fries

Address: 505 Montgomery Street 5th Floor
San Francisco, CA 94111

Vice Chairman: Barbara J. Linn

Address: 505 Montgomery Street 5th Floor
San Francisco, CA 94111

Director: John T. Roberts, Jr.

Address: 505 Montgomery Street 5th Floor
San Francisco, CA 94111

Director: _____

Address: _____

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

President: W. Blake Baird

Address: 505 Montgomery Street 5th Floor
San Francisco, CA 94111

Vice President: Tyler W. Higgins, William Steinberg, Gayle P. Starr and Christine G. Schadlich

Address: 505 Montgomery Street 5th Floor
San Francisco, CA 94111


Secretary: Michael A. Coke

Address: 505 Montgomery Street 5th Floor
San Francisco, CA 94111

Treasurer: John T. Roberts, Jr.

Address: 505 Montgomery Street 5th Floor
San Francisco, CA 94111

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. Michael A. Coke, Secretary
(Typed or printed name and capacity of person signing application)

STATE OF MARYLAND
Department of Assessments and Taxation

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG 28 PM 4:44

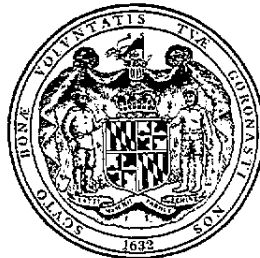
I, PAUL ANDERSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATIONS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN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

I FURTHER CERTIFY THAT HEADLANDS REALTY CORPORATION 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 21, 2000.

Paul B. Anderson

Paul B. Anderson
Charter Division



301 West Preston Street, Baltimore, Maryland 21201
Telephone Balto. Metro (410) 767-1340 / Outside Balto. Metro (888) 246-5941 0000860206
MRS (Maryland Relay Service) (800) 735-2258 TT/Voice
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