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AUTHORIZATION :

Patricia Pigeto

COST LIMIT : \$ 70.00

FILED
JAN 31 PM 1:57
02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : January 29, 2002

ORDER TIME : 10:21 AM

ORDER NO. : 131786-010

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CUSTOMER NO: 4383441

CUSTOMER: Michelle Lewis, Paralegal
Schnader Harrison Segal &
Suite 2800, Suntrust Plaza
303 Peachtree Street, N.e.
Atlanta, GA 30308-3252

FOREIGN FILINGS

NAME: WESTPLAN ASSET MANAGEMENT USA,
INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder -- EXT# 1118

EXAMINER: _____

RECEIVED
02 JAN 31 AM 11:23
DIVISION OF CORPORATION

BK

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.

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TALLAHASSEE, FLORIDA

1. Westplan Asset Management USA, Inc.
(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. 522126832
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. December 21, 2001 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 1/2/2002
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 9711 Eagle Preserve Drive, Englewood, Florida 34224
(Principal office address)
9711 Eagle Preserve Drive, Englewood, Florida 34224
(Current mailing address)
8. Real Estate Development And Management
(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: Pieter Both
Office Address: 9711 Eagle Preserve Drive
Englewood, Florida 34224
(City) (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.

Pieter Both


(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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: TBA

Address: _____

Vice Chairman: TBA

Address: _____

Director: TBA

Address: _____

Director: TBA

Address: _____

B. OFFICERS

President: Ewoud Swaak

Address: Haven 3-B

The Netherlands 210-1 ks

Vice President: Pieter Both

Address: 9711 Eagle Preserve Drive

Englewood, Florida 34224

Secretary: Pieter Both

Address: 9711 Eagle Preserve Drive, Englewood, Florida 34224

Treasurer: Ewoud Swaak

Address: Haven 3-B, The Netherlands 210-1 ks

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. Pieter Both, Vice President

(Typed or printed name and capacity of person signing application)

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SECRET
TALLAHASSEE FLORIDA

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

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JURISDICTION : GEORGIA
PRINT DATE : 01/28/2002
FORM NUMBER : 211

SCHNADER HARRISON SEGAL & LEWIS LLP
MICHELLE C. LEWIS
303 PEACHTREE ST NE STE 2800
ATLANTA, GA 30308

FILED
JAN 31 PM 1:57
SECRETARY OF STATE
ATLANTA, GEORGIA

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

WESTPLAN ASSET MANAGEMENT USA, INC.
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

Cathy Cox
Secretary of State