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TALLAHASSEE, FLORIDA

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FOREIGN PROFIT QUALIFICATION

Timbervest Realty Trust, Inc.

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# 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. Timbervest Realty Trust, Inc.

(Enter name of corporation: must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Maryland 3. \_\_\_\_\_  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. April 16, 2004 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification  
(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. 3340 Peachtree Road, NE, Suite 1150, Atlanta, Georgia 30326  
(Principal office address)

3340 Peachtree Road, NE, Suite 1150, Atlanta, Georgia 30326  
(Current mailing address)

8. Acquisition and management of timberland properties  
(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: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324  
(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.

CT Corporation System

By: Mary R. Adams  
(Registered agent's signature)

MARY R. ADAMS  
ASSISTANT SECRETARY

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:

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**A. DIRECTORS**

Chairman: \_\_\_\_\_ Please see attached

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS**

President: \_\_\_\_\_ Please see attached

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

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

13. \_\_\_\_\_  
(Signature of Director or Officer listed in number 12 of the application)14. Gordon Jones, II, Chief Operating Officer, General Counsel and Secretary  
(Typed or printed name and capacity of person signing application)

Attachment to  
Application by Foreign Corporation for Authorization  
to Transact Business in Florida  
Item 12

**A. Directors**

Joel B. Shapiro	3340 Peachtree Road, NE, Suite 1150 Atlanta, Georgia 30326
Jerrold Barag	3340 Peachtree Road, NE, Suite 1150 Atlanta, Georgia 30326
M. Ashton Hudson	3340 Peachtree Road, NE, Suite 1150 Atlanta, Georgia 30326

**B. Officers**

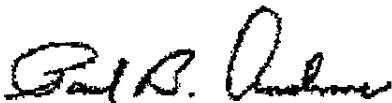
Joel B. Shapiro	Chief Executive Officer	3340 Peachtree Road, NE, Suite 1150 Atlanta, Georgia 30326
Jerrold Barag	President, Chief Investment Officer and Treasurer	3340 Peachtree Road, NE, Suite 1150 Atlanta, Georgia 30326
E. Nelson Mills	Chief Financial Officer	3340 Peachtree Road, NE, Suite 1150 Atlanta, Georgia 30326
John F. Razor	Executive Vice President - Forestry Operations	3340 Peachtree Road, NE, Suite 1150 Atlanta, Georgia 30326
Gordon Jones, II	Chief Operating Officer, General Counsel and Secretary	3340 Peachtree Road, NE, Suite 1150 Atlanta, Georgia 30326
William A. Boden III	Executive Vice President - Acquisitions and Dispositions	3340 Peachtree Road, NE, Suite 1150 Atlanta, Georgia 30326
D. David Zell, Jr.	Manager of TRS Division	3340 Peachtree Road, NE, Suite 1150 Atlanta, Georgia 30326

**STATE OF MARYLAND**  
**Department of Assessments and Taxation**

I, PAUL B. 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 TIMBERVEST REALTY TRUST, INC. 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 JUNE 28, 2004.



Paul B. Anderson  
Charter Division

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ALLAHASSE, ALON

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