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Florida Department of State
Division of Corporations
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DIVISION OF CORPORATION

FOREIGN PROFIT QUALIFICATION

Cousins Real Estate Corporation

Certificate of Status	0
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Page Count	05
Estimated Charge	\$70.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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. Cousins Real Estate Corporation

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

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

2. Georgia

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

3. 58-1296630

(FBI number, if applicable)

4. 05/13/1977

(Date of incorporation)

5. Perpetual

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

6.

(Date first transacted business in Florida, if prior to registration)

(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 2500 Windy Ridge Parkway, Suite 1600 Atlanta, GA 30339

(Principal office address)

Same as above

(Current mailing address)

8. Real Estate

(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 NOT acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation

(City)

, Florida 33324

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation as 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.

Joan Golden

JOAN GOLDEN

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:

A. DIRECTORSChairman: Thomas G. CousinsAddress: 2500 Windy Ridge Parkway, Suite 1600Atlanta, GA 30339Vice Chairman: Thomas D. Bell Jr.Address: Same as aboveDirector: Richard W. Courts, IIAddress: Same as aboveDirector: Lillian C. GiornelliAddress: Same as above**B. OFFICERS**President: Thomas D. Bell Jr.Address: 2500 Windy Ridge Parkway, Suite 1600Atlanta, GA 30339Vice President: Kristin R. MyersAddress: Same as aboveSecretary: Robert M. JacksonAddress: Same as aboveTreasurer: James A. FlemingAddress: Same as above

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

13. Kristin R. Myers

(Signature of Director or Officer listed in number 12 of the application)

14. Kristin R. MyersVice President - Tax

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

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TALLAHASSEE
SECRETARY

**Cousins Real Estate Corporation
Directors & Principal Officers**

Name	Office	Mailing Address
<u>Directors</u>		
Thomas G. Cousins	Chairman of the Board	2500 Windy Ridge Pkwy., #1600 Atlanta, Georgia 30339
Richard W. Courts II	Director	2500 Windy Ridge Pkwy., #1600 Atlanta, Georgia 30339
Erskine B. Bowles	Director	2500 Windy Ridge Pkwy., #1600 Atlanta, Georgia 30339
Jamail H. Hance, Jr.	Director	2500 Windy Ridge Pkwy., #1600 Atlanta, Georgia 30339
Liam C. Giannelli	Director	2500 Windy Ridge Pkwy., #1600 Atlanta, Georgia 30339
S. Taylor Glover	Director	2500 Windy Ridge Pkwy., #1600 Atlanta, Georgia 30339
Bonnie A. Knox	Director	2500 Windy Ridge Pkwy., #1600 Atlanta, Georgia 30339
John J. Meck	Director	2500 Windy Ridge Pkwy., #1600 Atlanta, Georgia 30339
Hugh L. McGill, Jr.	Director	2500 Windy Ridge Pkwy., #1600 Atlanta, Georgia 30339
William Porter Payne	Director	2500 Windy Ridge Pkwy., #1600 Atlanta, Georgia 30339
Henry C. Goodrich	Director Emeritus	2500 Windy Ridge Pkwy., #1600 Atlanta, Georgia 30339
<u>Principal Officers</u>		
Thomas D. Bell, Jr.	President & CEO	2500 Windy Ridge Pkwy., #1600 Atlanta, Georgia 30339
Daniel M. DePree	Vice Chairman of the Company	2500 Windy Ridge Pkwy., #1600 Atlanta, Georgia 30339
Tom G. Charlesworth	Executive VP & Chief Investment Officer	2500 Windy Ridge Pkwy., #1600 Atlanta, Georgia 30339
James A. Fleming	Executive VP & Chief Financial Officer	2500 Windy Ridge Pkwy., #1600 Atlanta, Georgia 30339
Robert M. Jackson	Senior VP, General Counsel & Secretary	2500 Windy Ridge Pkwy., #1600 Atlanta, Georgia 30339
Craig B. Jones	Executive VP & Chief Administrative Officer	2500 Windy Ridge Pkwy., #1600 Atlanta, Georgia 30339
Jack Latus	Senior VP - Office Division	2500 Windy Ridge Pkwy., #1600 Atlanta, Georgia 30339
John McCall	Senior VP - Office Division	2500 Windy Ridge Pkwy., #1600 Atlanta, Georgia 30339
Joel T. Murphy	President - Retail Division	2500 Windy Ridge Pkwy., #1600 Atlanta, Georgia 30339
Kristin R. Myers	Vice President - Taxation	2500 Windy Ridge Pkwy., #1600 Atlanta, Georgia 30339
Forrest Robinson	President - Industrial Division	2500 Windy Ridge Pkwy., #1600 Atlanta, Georgia 30339
Bruce E. Smith	President - Land Division	2500 Windy Ridge Pkwy., #1600 Atlanta, Georgia 30339
R. Dary Stone	Vice Chairman of the Company	2500 Windy Ridge Pkwy., #1600 Atlanta, Georgia 30339

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

CONTROL NUMBER : H704231
DATE INC/AUTH/FILED : 05/13/1977
JURISDICTION : GEORGIA
PRINT DATE : 03/15/2005
FORM NUMBER : 211

COUSINS REAL ESTATE CORPORATION
COUSINS REAL ESTATE CORPORATIO
2500 WINDY RIDGE PARKWAY
SUITE 1600
ATLANTA, GA 30339

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 as of the above print date

COUSINS REAL ESTATE CORPORATION
A GEORGIA PROFIT CORPORATION

is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated.

Said entity was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date 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 print date above. 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 information is electronically transmitted, issued and certified in accordance with the Georgia Electronic Records and Signatures Act and 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.

20050315200813218



Cathy Cox

Cathy Cox
Secretary of State