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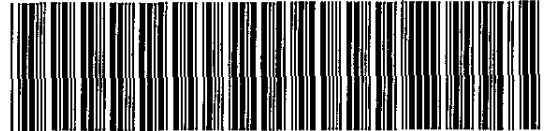
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TALLAHASSEE, FLORIDA

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05 AUG 23 PM 4:13  
STATE  
CORPORATIONS  
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY\*

ACCOUNT NO. : 072100000032  
REFERENCE : 557441 4309846  
AUTHORIZATION : *Patricia Pizot*  
COST LIMIT : \$ 70.00

ORDER DATE : August 23, 2005

ORDER TIME : 3:04 PM

ORDER NO. : 557441-005

CUSTOMER NO: 4309846

CUSTOMER: Jean Marie Jungblut, Esq.  
Clifford Chance Us LLP  
2001 K Street N.W.

Washington, DC 20006

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TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: COGDELL SPENCER 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: Amanda Haddan -- EXT# 2955

EXAMINER: \_\_\_\_\_

**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. Cogdell Spencer 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. July 5, 2005 5. Perpetual  
(Date of incorporation) (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. 300 East Lombard Street, Baltimore, MD 21202  
(Principal office address)

300 East Lombard Street, Baltimore, MD 21202  
(Current mailing address)

8. real estate investment  
(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: Corporation Service Company

Office Address: 1201 Hays Street  
Tallahassee, Florida 32301  
(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.*

Corporation Service Company  
By: Cynthia L. Harris **Cynthia L. Harris**  
(Registered agent's signature) **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 business addresses of officers and/or directors:

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FLORIDA

**A. DIRECTORS**

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

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

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

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

Director: James W. Cogdell

Address: 300 East Lombard Street, Baltimore, MD 21202

Director: Frank C. Spencer

Address: 300 East Lombard Street, Baltimore, MD 21202

**B. OFFICERS**

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

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

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

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

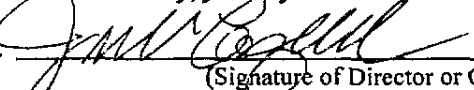
Secretary: \_\_\_\_\_

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)

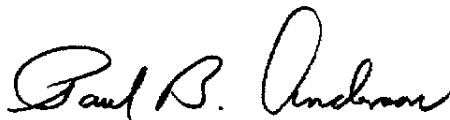
14. James W. Cogdell  
(Typed or printed name and capacity of person signing application)

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

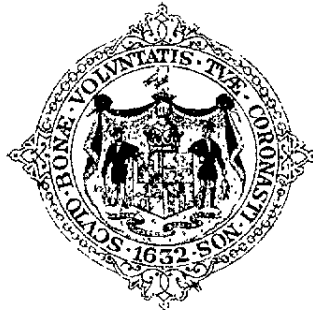
I, PAUL B. ANDERSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATIONS, OR OF CORPORATIONS TO TRANSACT BUSINESS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

I FURTHER CERTIFY THAT COGDELL SPENCER 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 AUGUST 23, 2005.



Paul B. Anderson  
Charter Division



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