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DIVISION OF CORPORATION

FOREIGN PROFIT QUALIFICATION

Lincoln No. 2012, Inc.

Certificate of Status	1
Certified Copy	1
Page Count	5
Estimated Charge	\$87.50

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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. LINCOLN NO. 2012, INC.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")

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

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

4. 11-14-05 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. NONE
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 1505 FEDERAL STREET, DALLAS, TX 75201
(Principal office address)
P.O. BOX 1920, DALLAS, TX 75221
(Current mailing address)

8. REAL ESTATE MANAGEMENT AND DEVELOPMENT
(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: 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: [Signature]
(Registered agent's signature)

Michael E. Jones
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.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: SEE ATTACHED LIST

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

B. OFFICERS

President: SEE ATTACHED LIST

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.

DAN M. JACKS, VICE PRESIDENT

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

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LIST OF DIRECTORS AND OFFICERS - Lincoln No. 2012, Inc.

Mack Pogue, Chairman of the Board/Director
500 N. Akard, Suite 3300, Dallas, Texas 75201

Timothy Byrne, President/Director
500 N. Akard, Suite 3300, Dallas, Texas 75201

Nancy Davis, Vice President/Secretary/Treasurer
500 N. Akard, Suite 3300, Dallas, Texas 75201

Dan Jacks, Vice President/Assistant Secretary
500 N. Akard, Suite 3300, Dallas, Texas 75201

Dennis Streit, Vice President/Assistant Secretary
500 N. Akard, Suite 3300, Dallas, Texas 75201

Charles O. Shaller, Vice President
500 N. Akard, Suite 3300, Dallas, Texas 75201

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Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



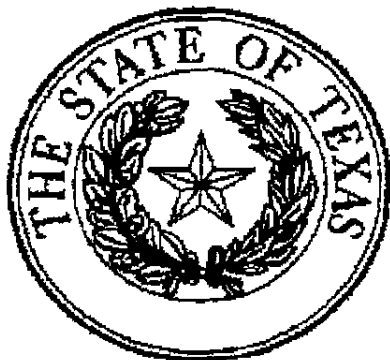
Roger Williams
Secretary of State

Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Articles of Incorporation for Lincoln No. 2012, Inc. (filing number: 800570043), a Domestic Business Corporation, was filed in this office on November 14, 2005.

It is further certified that the entity status in Texas is in existence.

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on November 15, 2005.



Roger Williams
Roger Williams
Secretary of State

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