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Division of Corporations
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FOREIGN PROFIT/NONPROFIT CORPORATION

Panattoni Development Company, 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. Panatoni Development Company, 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. California

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

3. _____

(FEI number, if applicable)

4. 08/16/2007

(Date of incorporation)

5. Perpetual

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

6. N/A

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 8775 Folsom Blvd., Suite 200, Sacramento, CA 95826

(Principal office address)

8775 Folsom Blvd., Suite 200, Sacramento, CA 95826

(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: Scott Abbott

Office Address: 5900 North Andrews Avenue, Suite 826

Ft. Lauderdale

(City)

Florida 33309

(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.

Scott Abbott

By: 

(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:

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A. DIRECTORS

Chairman: Carl D. Panattoni

Address: 8775 Folsom Blvd., Suite 200,
Sacramento, CA 95826

Vice Chairman: _____

Address: _____

Director: Jacklyn Shelby

Address: 8775 Folsom Blvd., Suite 200
Sacramento, CA 95826

Director: Dudley Mitchell

Address: 4601 DTC Boulevard, Suite 650
Denver, Colorado 80237

B. OFFICERS

President: Greg Thurman

Address: One Alliance Center 3500 Lenox Road NE, Suite 501
Atlanta, Georgia 30326

Vice President: (Executive) John Thomas

Address: 5950 Berkshire Lane, Suite 500
Dallas, Texas 75225

Secretary: Katina Woodbury

Address: 8775 Folsom Blvd., Suite 200, Sacramento, CA 95826

CFO
~~XXXXXXXX~~ Jacklyn Shelby (Chief Financial Officer)

Address: 8775 Folsom Blvd., Suite 200, Sacramento, CA 95826

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. Carl D. Panattoni, Director

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

No. 12A - Directors

Greg Thurman - President, Director
One Alliance Center 3500 Lenox Road NE, Suite 501
Atlanta, Georgia 30326

John Thomas - Executive Vice President, Director
5950 Berkshire Lane, suite 500
Dallas, Texas 75225

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PANATTONI DEVELOPMENT COMPANY, LLC
8775 FOLSOM BLVD, SUITE 200
SACRAMENTO, CA 95826

February 14, 2008

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Panattoni Development Company, Inc.

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To Whom It May Concern:

Panattoni Development Company, LLC, a California limited liability company, is currently registered to do business in Florida. To better facilitate the operations of the company due to its growth, Panattoni Development Company, LLC, has transferred all of its business operations to Panattoni Development Company, Inc., a California corporation.

The sole member of Panattoni Development Company, LLC, is also the sole shareholder of Panattoni Development Company, Inc., and therefore the "ownership" of the two entities is the same.

Sincerely,

PANATTONI DEVELOPMENT COMPANY, LLC,
a California limited liability company

By: 

Carl D. Panattoni, Trustee of the
Panattoni Living Trust, Dated April 8, 1998,
Sole Member

**State of California
Secretary of State**

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**CERTIFICATE OF STATUS
DOMESTIC CORPORATION**

I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That on the 15th day of August, 2007, PANATTONI DEVELOPMENT
COMPANY, INC. became incorporated under the laws of the State of California
by filing its Articles of Incorporation in this office; and

That said corporation's corporate powers, rights and privileges are not suspended
on the records of this office; and

That according to the records of this office, the said corporation is authorized to
exercise all its corporate powers, rights and privileges and is in good legal
standing in the State of California; and

That no information is available in this office on the financial condition, business
activity or practices of this corporation.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great Seal
of the State of California this day of
February 6, 2008.



Debra Bowen

DEBRA BOWEN
Secretary of State