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C I CORPORATION SYSTEM

Requester's Name
1311 Executive Center Drive, Ste. 200

Address

In Indianapolis, Ind. 32301 19041 656-0290
City State Zip Phone

COMMERCIAL SERVICE CENTER
INDIANAPOLIS, INDIANA 46204

CORPORATION(S) NAME

Lincoln Property Company L.C.W., Inc.

SEARCHED INDEXED
SERIALIZED FILED
MAY 19 1985
FBI - INDIANAPOLIS

Profit
 NonProfit

Amendment

Merger

Foreign

Dissolution/Withdrawal

Mark

Limited Partnership
 Reinstatement

Annual Report
 Reservation

Other
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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 Property Company F.C.W., Inc.
(Name of corporation: must include the word "INCORPORATED," "COMPANY," or "CORPORATION" or words or abbreviations of like import in language, as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

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

3. May 21, 1984 4. Perpetual
(Date of Incorporation) (Duration)

5. 75-1979005
(Federal Employer Identification number, if applicable)

6. Upon Qualification
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

7. P. O. Box 1920, Dallas, Texas 75221
(Current mailing address)

8. To provide payroll & benefit services to affiliate companies
(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and street addresses of officers and or directors:

A. Directors:

Chairman: Mack Pogue
Address: 1505 Federal
Dallas, Texas 75201

Vice Chairman: _____
Address: _____

Director: Timothy Byrne
Address: 1505 Federal
Dallas, Texas 75201

Director: _____
Address: _____

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9. Officers:

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida 33324

Zip Code

11. 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.

Registered agent's signature: M.S. Green C T Corporation System
M.S. GREEN, Asst. Secy (Officer)
(Typed Name and Title of Officer)

12. 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.

13. [Signature]
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. W. Mark Wallis, Vice President
(Name and capacity of person signing application)

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
Lincoln Property Company E.C.W., Inc.**

1. Timothy Byrne, President
1505 Federal
Dallas, Texas 75201
2. W. Mark Wallis, VP/Secretary/Treasurer
1505 Federal
Dallas, Texas 75201
3. Dan Jacks, VP/Asst Secretary
1505 Federal
Dallas, Texas 75201
4. Jeff Franzen, Vice President
1505 Federal
Dallas, Texas 75201
5. Kevin J. Keane, Vice President
1505 Federal
Dallas, Texas 75201
6. Billy J. Grant, Jr., Vice President
1505 Federal
Dallas, Texas 75201
7. Brian Byrne, Vice President
1505 Federal
Dallas, Texas 75201

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DIVISION
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The State of Texas

SECRETARY OF STATE

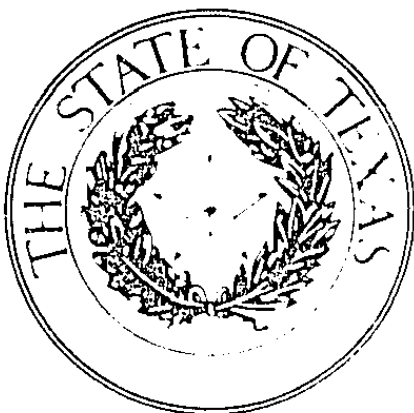
IT IS HEREBY CERTIFIED, that
Articles of Incorporation
of

LINCOLN PROPERTY COMPANY E.C.W., INC.

were filed in this office and a certificate of incorporation was issued on
MAY 21, 1984;

IT IS FURTHER CERTIFIED, that no certificate of dissolution has been issued, and
that the corporation is still in existence.

SECRETARY OF STATE
OFFICE OF THE SECRETARY OF STATE
1000 WEST 11TH STREET
AUSTIN, TEXAS 78701



*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on January 23, 1995.*

Antonio O. Garza, Jr.
Secretary of State

CEB