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C T CORPORATION SYSTEM
Requestor's Name
1311 Executive Center Drive, Ste. 200
Address
Tulsa, Okla. 74101 (904) 556-0490
City State Zip Phone

CORPORATION(S) NAME

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CT CORPORATION SYSTEM

mtm

Twelfth Floor Investment Management

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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of N.A. |
| <input type="checkbox"/> Nonstatement | <input type="checkbox"/> Photo Copies (3) | <input type="checkbox"/> Fictitious Name |
| <input type="checkbox"/> Certified Copy | <input checked="" type="checkbox"/> CUS / 6/9 | |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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CH2E031 (1-89)

**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. Twelfth JER Investment Management, Inc.

(Name of corporation: 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. Virginia

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

3. March 15, 1994

(Date of Incorporation)

4. Perpetual

(Duration)

5. 54-1704980

(Federal Employer Identification number, if applicable)

6. Upon filing

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

7. 11 Canal Center Plaza, #200, Alexandria, Virginia 22314

(Current mailing address)

8. To provide asset management services; any lawful business permitted in Florida.

(Corporate purpose and nature of business in which it is engaged in Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: See Attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. Officers:

President: SEE ATTACHED
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: LT Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida , 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: Connie Bryan **CONNIE BRYAN**
SPECIAL ASSISTANT SECRETARY

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. Richard A. Markins
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Richard A. Markins, Vice President
(Name and capacity of person signing application)

Vice President, Assistant Secretary	James Weston Moffett 600 E. Las Colinas Boulevard, Suite 1900 Irving, Texas 75039
Vice President, Assistant Secretary	William G. Mundinger II 600 E. Las Colinas Boulevard, Suite 1900 Irving, Texas 75039
Vice President, Assistant Secretary	Ken N. Murphy 600 E. Las Colinas Boulevard, Suite 1900 Irving, Texas 75039
Vice President, Assistant Secretary	James Tabb Neblett 600 E. Las Colinas Boulevard, Suite 1900 Irving, Texas 75039
Vice President, Assistant Secretary	Daniel T. Ward 11 Canal Center Plaza, Suite 200 Alexandria, Virginia 22314
Vice President, Assistant Secretary	Timm Wooten 11 Canal Center Plaza, Suite 200 Alexandria, Virginia 22314
Corporate Controller	Bruce T. Cunningham, Jr. 11 Canal Center Plaza, Suite 200 Alexandria, Virginia 22314
Assistant Secretary	Patricia J. Coover 11 Canal Center Plaza, Suite 200 Alexandria, Virginia 22314

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LIST OF OFFICERS AND DIRECTORS OF
TWELFTH JER INVESTMENT MANAGEMENT, INC.

<u>Title</u>	<u>Name and Address</u>
Chairman, Director, Chief Executive Officer	Joseph E. Robert, Jr. 11 Canal Center Plaza, Suite 200 Alexandria, Virginia 22314
President and Assistant Secretary	David L. Ivy 600 E. Las Colinas Boulevard, Suite 1900 Irving, Texas 75039
Senior Vice President, Treasurer, Assistant Secretary	Richard Hozik 11 Canal Center Plaza, Suite 200 Alexandria, Virginia 22314
Senior Vice President, Assistant Secretary	James L. Lozier, Jr. 11 Canal Center Plaza, Suite 200 Alexandria, Virginia 22314
Vice President, Chief Financial Officer, Assistant Secretary	Richard R. Frapart 600 E. Las Colinas Boulevard, Suite 1900 Irving, Texas 75039
Vice President, Assistant Secretary	Brian M. Ainsworth 600 E. Las Colinas Boulevard, Suite 1900 Irving, Texas 75039
Vice President, Assistant Secretary	Dale S. Cooney 600 E. Las Colinas Boulevard, Suite 1900 Irving, Texas 75039
Vice President, Assistant Secretary	Lawrence A. Corson 600 E. Las Colinas Boulevard, Suite 1900 Irving, Texas 75039
Vice President, Assistant Secretary	Robert E. Giles 600 E. Las Colinas Boulevard, Suite 1900 Irving, Texas 75039
Vice President, Assistant Secretary	Richard A. Harkins 11 Canal Center Plaza, Suite 200 Alexandria, Virginia 22314
Vice President, Assistant Secretary	Connie Parker Keppel 11 Canal Center Plaza, Suite 200 Alexandria, Virginia 22314
Vice President, Assistant Secretary	Derrick E. McGiavic 600 E. Las Colinas Boulevard, Suite 1900 Irving, Texas 75039

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 SECURITIES
 DIVISION

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

Twelfth JER Investment Management, Inc. is a corporation existing under and by virtue of the laws of Virginia, and is in good standing.

The date of incorporation is March 15, 1994.

Nothing more is hereby certified.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Signed and Sealed at Richmond
on this Date: January 25, 1995

William J. Bridge
William J. Bridge, Clerk of the Commission