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BRUSSELS, BELGIUM
FAIRFAX, VIRGINIA
KNOXVILLE, TENNESSEE
NEW YORK, NEW YORK
NORFOLK, VIRGINIA

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800 PEACHTREE STREET, N. E.
ATLANTA, GEORGIA 30308-2210
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WARSAW, POLAND
WASHINGTON, D. C.

FILE: 45765.000024
DIRECT DIAL: (404) 888-4065

May 1, 1995

VIA UPS NEXT DAY AIR

Florida Department of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Qualification of Sunday Corp.

Dear Sir or Madam:

Enclosed please find the following documents in order that Sunday Corp. may be qualified to transact in the State of Florida:

1. Application by Foreign Corporation for Authorization to Transact Business in Florida (original and one copy);
2. Certificate of Existence from the State of Georgia;
3. Our firm check in the amount of \$70.00 to account for the filing fee.

Please return the certificate of authority to my attention per the enclosed self-addressed and stamped envelope.

Thank you for your attention to this matter.

Sincerely,

Marie J. Wooldridge

Marie J. Wooldridge
Legal Assistant

enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 23 AM 11:07
mtm

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*****70.00 *****70.00
W95-9390



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 3, 1995

**HUNTON & WILLIAMS
600 PEACHTREE STREET, N.E.
STE 4100
ATLANTA, GA 30308-2216**

**SUBJECT: SUNDAY CORP.
Ref. Number: W95000009390**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 23 AM 11:07

We have received your document for SUNDAY CORP. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the CORPORATE SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6097.

Michael Mays
Corporate Specialist

Letter Number: 495A00021501

**WRITTEN CONSENT OF SOLE DIRECTOR OF
SUNDAY CORP.
TO ADOPTION OF CERTAIN ACTIONS
AND RESOLUTIONS IN LIEU OF A MEETING**

THE UNDERSIGNED, being the sole Director of Sunday Corp. ("Corporation") a Georgia corporation, pursuant to Section 14-2-821 of the Georgia Business Corporation Code, and as permitted by the articles of incorporation and bylaws of the Corporation, does hereby consent to and adopt the following resolution by written consent to be effective May __, 1995:

WHEREAS, in order for the Corporation to qualify to transact business in the State of Florida, it is necessary that the Corporation adopt an alternative name for use in the State of Florida as there already exists a corporation by the name of "Sunday Corp." in Florida;

NOW, THEREFORE, be it resolved by the Board of Directors of the Corporation that the Corporation be and is hereby authorized, empowered and directed to qualify Sunday Corp. doing business in Florida as Sunday Apartments Corp.

NOW, THEREFORE, be it resolved by the Board of Directors of the Corporation that the Corporation acting by and through any officer of the Corporation, is authorized to execute and deliver all documents necessary and appropriate to effectuate and consummate the aforesaid qualification. The signature of one corporate officer is sufficient to bind the Corporation.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and affixed the seal of the Corporation as of the day and year first above written.


J. STEPHEN VASEN
Director and President

**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. SUNDAY CORP.
(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. Georgia
(State or country under the law of which it is incorporated)
3. August 22, 1991
(Date of Incorporation)
4. Perpetual
(Duration)
5. 58-1958914
(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. 3301 Buckeye Road, Suite 207, Atlanta, Georgia 30341
(Current mailing address)
8. real estate investment
(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: J. Stephen Vasen
Address: 3301 Buckeye Road, Suite 207
Atlanta, Georgia 30341

Vice Chairman: n/a
Address: _____

Director: _____
Address: _____

Director: _____
Address: _____

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DIVISION OF CORPORATIONS
95 MAY 23 7:11:00

9. Officers:

President: J. Stephen Vason
Address: 3301 Buckeye Road, Suite 207
Atlanta, Georgia 30341

Vice President: n/a
Address: _____

Secretary: Phyllis White
Address: 3301 Buckeye Road, Suite 207
Atlanta, Georgia 30341

Treasurer: J. Stephen Vason
Address: 3301 Buckeye Road, Suite 207
Atlanta, Georgia 30341

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* See Attachment for additional officer listing
(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: CT 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:

CT CORPORATION SYSTEM

(Officer)

Robert D. Fischer, Assistant Secretary
(Type 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. J. Stephen Vason
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. J. Stephen Vason - President
(Name and capacity of person signing application)

Attachment to Application by Foreign Corporation For
Authorization to Transact Business in Florida

2.B Officers (cont.)

Assistant Secretary

Alexander W. Suto
600 Peachtree Street, N.E., Suite 4100
Atlanta, Georgia 30308-2216

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DIVISION OF CORPORATIONS
95 MAY 23 AM 11:07

Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 951080097
CONTROL NUMBER : 9114862
DATE INC/AUTH/FILED : 08/22/1991
JURISDICTION : GEORGIA
PRINT DATE : 04/18/1995
FORM NUMBER : 211

HUNTON AND WILLIAMS
MARIE WOOLDRIDGE
600 PEACHTREE ST NE, STE 4100
ATLANTA GA 30308

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 23 AM 11:07

CERTIFICATE OF EXISTENCE

I, MAX CLELAND, Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

SUNDAY CORP.
A DOMESTIC PROFIT CORPORATION

was formed in the jurisdiction stated above and was incorporated, formed, or authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution or certificate of cancellation with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



Max Cleland
MAX CLELAND
SECRETARY OF STATE

CORPORATIONS
656-2817

CORPORATIONS HOT LINE
404-656-2222
Outside Metro-Atlanta