

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0393 FAX

800-342-8086



ACCOUNT NO. : 072100000032

REFERENCE : 657413 86901M

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : August 10, 1995

ORDER TIME : 11:48 AM

ORDER NO. : 657413

CUSTOMER NO: 86901M

CUSTOMER: Ms. Cynthia Walker
Prentice Hall Legal &
33north LaSalle Street
Suite 1925
Chicago, IL 60602

100001557524
-08/10/95--01024--035
*****70.00 *****70.00

FOREIGN FILINGS

NAME: HOMESTEAD REALTY SERVICES
INCORPORATED

XX PROFIT
NON-PROFIT

XX CORPORATE
LIMITED PARTNERSHIP

XX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 AUG 10 PM 2:35

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. Homestead Realty Services Incorporated
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "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. Maryland 3. (applied for)
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. June 30, 1995 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification.
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.)

7. 125 Lincoln Avenue
Santa Fe, NM 87501
(Current mailing address)

8. Managing multifamily apartment properties.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: The Prentice-Hall Corporation
System, Inc.
Office Address: 1201 Hays Street, Suite 105
Tallahassee, Florida, 32301
(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.

The Prentice-Hall Corporation System, Inc.

By: Michael Donovan Asst. Secretary

(Registered agent's signature)

Michael Donovan Asst. 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.

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

A. DIRECTORS *

Chairman: _____

Address: _____

Vice Chairman: _____

Address: * See attached list

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS *

President: _____

Address: _____

Vice President: _____

Address: * See attached list

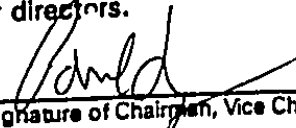
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.  _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Secretary, Paul E. Szurek _____
(Typed or printed name and capacity of person signing application)

**OFFICERS AND DIRECTORS
OF
HOMESTEAD REALTY SERVICES INCORPORATED**

OFFICERS

David C. Dressler, Jr.
John R. Patterson
Michael S. Wohl
Mark L. Dukes
Jason C. Cyr

Paul B. Szurek
Leanne L. Gallagher

OFFICE

Chairman
Senior Vice President
Vice President
Vice President
Vice President &
Treasurer
Secretary
Assistant Secretary

ADDRESS

125 Lincoln Avenue, Santa Fe, NM 87501
125 Lincoln Avenue, Santa Fe, NM 87501
125 Lincoln Avenue, Santa Fe, NM 87501
125 Lincoln Avenue, Santa Fe, NM 87501
125 Lincoln Avenue, Santa Fe, NM 87501

125 Lincoln Avenue, Santa Fe, NM 87501
125 Lincoln Avenue, Santa Fe, NM 87501

DIRECTORS

David C. Dressler, Jr.
C. Ronald Blankenship
James C. Potts
Constance B. Moore

ADDRESS

125 Lincoln Avenue, Santa Fe, NM 87501
125 Lincoln Avenue, Santa Fe, NM 87501
125 Lincoln Avenue, Santa Fe, NM 87501
125 Lincoln Avenue, Santa Fe, NM 87501

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 AUG 10 PM 2:35

STATE OF MARYLAND

382420

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

I, BRENDA A. WALKER OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT SAID DEPARTMENT, BY THE LAWS OF SAID STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATE CHARTERS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE; AND I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT HOMESTEAD REALTY SERVICES INCORPORATED IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND SAID CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN THE STATE OF MARYLAND.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
55 AUG 10 PM 2:35



IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE THIS 8TH DAY OF AUGUST, 1995.


BRENDA A. WALKER
ADMIN SPECIALIST II



THE UNITED STATES
CORPORATION
COMPANY

F95000003872

ACCOUNT NO. : 072100000032
REFERENCE : 240173 4304394
AUTHORIZATION : *Patricia Pijut*
COST LIMIT : \$ 35.00

FILED
97 JAN 30 11:05
DIVISION OF CORPORATION

ORDER DATE : January 28, 1997

ORDER TIME : 10:51 AM

ORDER NO. : 240173-020

CUSTOMER NO: 4304394

CUSTOMER: Ms. Carrie Richards
Mayer, Brown & Platt
190 South La Salle Street
Chicago, IL 60603

100002074131--9

FOREIGN FILINGS

NAME: HOMESTEAD REALTY SERVICES
INCORPORATED

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

XXXX WITHDRAWAL/CANCELLATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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 CERTIFICATE OF GOOD STANDING

RECEIVED
97 JAN 30 PM 1:12
DIVISION OF CORPORATION

CONTACT PERSON: THELTON WASHINGTON

HEN 3 1 1997

HENDRICK 3 1 1997

APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA

HOMESTRAD REALTY SERVICES INCORPORATED
(Name of Corporation)

Maryland
(Incorporated Under Laws Of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

125 Lincoln Avenue
(Mailing Address)

Santa Fe, New Mexico 87501
(City/State/Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

Jeffrey A. Klopf Senior Vice President & Secretary
Signature Title

Jeffrey A. Klopf
Typed or printed name Date
January 21, 1997