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ACCOUNT NO. : 072100000032

REFERENCE : 910280 4705A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : April 8, 1996

ORDER TIME : 10:24 AM

ORDER NO. : 910280

CUSTOMER NO: 4705A

CUSTOMER: Karen Crane, Legal Assistant
Santen & Hughes
Suite 3100
312 Walnut Street
Cincinnati, OH 45202-4059

100001772591
-04/08/96--01068--008
*****78.75 *****78.75

FOREIGN FILINGS

NAME: PHILLIPS EDISON & COMPANY

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: JENNIFER MORAN

FILED
96 APR -8 PM 12:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 APR -8 PM 12:26
DIVISION OF CORPORATION

**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. Phillips Edison & Company

(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. Ohio

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

3. March 20, 1991

(Date of Incorporation)

4. Perpetual

(Duration)

5. 31-1320337

(Federal Employer Identification number, if applicable)

6. April 17, 1996

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

7. 4440 Lake Forest Drive, Suite 110, Cincinnati, Ohio 45242

(Current mailing address)

8. Management and development of commercial real estate and other lawful purposes.

(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: Jeffrey S. Edison

Address: 7 N. Calvert Street, Suite 910
Baltimore, MD 21202

Vice Chairman: Michael C. Phillips

Address: 4440 Lake Forest Drive, Suite 110
Cincinnati, OH 45242

Director: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE, FLORIDA

B: Officers:

President: Chief Executive Officer/Secretary: Jeffroy S. Edison
Address: 7 N. Calvert Street, Suite 910
Baltimore, MD 21202

Vice President: William H. Hartor, Jr.
Address: 4440 Lake Forest Drive, Suite 110
Cincinnati, OH 45242

Secretary: (See Jeffroy S. Edison above.)
Address: _____

**Chief Operating Officer/
Treasurer:** Michael C. Phillips
Address: 4440 Lake Forest Drive, Suite 110
Cincinnati, OH 45242

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6 APR - 3 PM 12:22
TALLAHASSEE, FLORIDA

(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: Corporation Service Company
Office Address: 1201 Hayes Street
Tallahassee, Florida 32301
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: By: Karen B. Rozar
Corporation Service Company
Karen B. Rozar, As Agent

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. Michael C. Phillips
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Michael C. Phillips, Chief Operating Officer/Treasurer
(Name and capacity of person signing application)

UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.

}

I, Bob Taft, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations and Miscellaneous filings; that said records show PHILLIPS EDISON & COMPANY, an Ohio Corporation, Charter No. 792424, having its principal location in Blue Ash, County of Hamilton, was incorporated on March 20, 1991, is currently in GOOD STANDING upon the records of this office.

FILED
96 APR - 8 PM 12:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



WITNESS my hand and official
seal at Columbus, Ohio this
3rd Day of April, A.D., 1996

Bob Taft

Bob Taft
Secretary of State