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CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City State Zip Phone

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-04/29/96--01120--007
*****70.00 *****70.00

CORPORATION(S) NAME

Catellus Management Corporation

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TALLAHASSEE, FLORIDA

4-29

(X) Profit
( ) NonProfit
( ) Limited Liability Co.
(X) Foreign

( ) Amendment
( ) Dissolution/Withdrawal

( ) Merger
( ) Mark

( ) Limited Partnership
( ) Reinstatement

( ) Annual Report
( ) Reservation

( ) Other
( ) Change of R.A.
( ) Fic. Name

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W.P. Verifier

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CR2E031 (1-89)

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION 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. Catellus Management Corporation
(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. Delaware
(State or country under the law of which it is incorporated)

3. 94-3128390
(FEI number, if applicable)

4. November 29, 1990
(Date of incorporation)

5. Perpetual
(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 817.156, F.S.))

7. 201 Mission Street, San Francisco, California 94105
(Current mailing address)

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8. Property management services.
(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: C T Corporation System

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

Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

Naseem A. Conde
(Registered agent's signature) (Officer)

NASEEM A. CONDE
SPECIAL ASST. SECRETARY
(Type Name and Title of Officer)

(FL-2189 - 11/16/94)

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: See attached list of directors

Address: ______

Vice Chairman: See attached list of directors

Address: ______

Director: See attached list of directors

Address: ______

Director: ______

Address: ______

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B. OFFICERS

President: See attached list of officers

Address: ______

Vice President: ______

Address: ______

Secretary: ______

Address: ______

Treasurer: ____________________

Address: ____________________

____

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

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

14. Maureen Sullivan, Secretary
(Typed or printed name and capacity of person signing application)

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(FLA. 2189)

CATELLUS MANAGEMENT CORPORATION

DIRECTORS: Three (3)

T. J. Beaudin -- 201 Mission Street
San Francisco, CA 94105

T. R. Antenucci ------------------------------------ 2856 Eagle View Court
Evergreen, CO 80439

W. C. Matheson ---682 Waller Street
San Francisco, CA 94117

OFFICERS:

T. J. Beaudin ----- President ---------------------- 201 Mission Street
San Francisco, CA 94105

T. R. Antenucci --- Senior Vice President ------- 2856 Eagle View Court
Evergreen, CO 80439

B. L. Nichols ----- Vice President -------- 4545 Fuller Drive, Ste. 100
Irving, TX 75038

C. A. Sorensen ---- Vice President -------- 4545 Fuller Drive, Ste. 100
Irving, TX 75038

D. B. Stimpson ---- Vice President ----------------- 201 Mission Street
San Francisco, CA 94105

S. P. Wallace ----- Vice President ---------------- 201 Mission Street
San Francisco, CA 94105

M. Sullivan ------- Secretary ---------------------- 201 Mission Street
San Francisco, CA 94105

T. J. Wright ------ Treasurer ---------------------- 201 Mission Street
San Francisco, CA 94105

M. F. Angelo ------ Ass't Secretary ------- 4545 Fuller Drive, Ste. 100
Irving, TX 75038

S. L. Bryan ------- Ass't Secretary ------- 4545 Fuller Drive, Ste. 100
Irving, TX 75038

S. M. Flores ------ Ass't Secretary ----------- 1065 North PacifiCenter
Anaheim, CA 92806

M. A. Hickey ------ Ass't Secretary ------- 4545 Fuller Drive, Ste. 100
Irving, TX 75038

J. T. Lemont ------ Ass't Secretary ----------- 1065 North PacifiCenter
Anaheim, CA 92806

T. P. Neville ----- Ass't Secretary ------- 4545 Fuller Drive, Ste. 100
Irving, TX 75038

(April 11, 1996)

R. L. Schwinghammer-Ass't Secretary ------- 4105 Lexington Avenue North
Arden Hills, MN 55126

T. C. Sherman ----- Ass't Secretary ------- 2100 First Interstate Center
Seattle, WA 98104

B. Zeyen ---------- Ass't Secretary ---------------- 201 Mission Street
San Francisco, CA 94105

State of California

OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF STATUS
FOREIGN CORPORATION

I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the 5th *day of* December *, 19* 90 ,

CATELLUS MANAGEMENT CORPORATION

a corporation organized and existing under the laws of Delaware ,
complied with the requirements of California law in effect on that date for the purpose of qualifying to transact intrastate business in this State; and

That the above corporation is entitled to transact intrastate business in the State of California as of the date of this certificate, however, subject to any licensing requirements otherwise imposed by the laws of this State; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

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IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this 1st *day of* April, 1996

Bill Jones
Secretary of State

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