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(1-800-342-8086)

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**F96000005958**

**CSC networks**  
PRESTIGE HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 154346 4305628

AUTHORIZATION :

COST LIMIT : \$ 122.50

*Patricia Pyjunt*

ORDER DATE : November 13, 1996

ORDER TIME : 10:52 AM

ORDER NO. : 154346-005

CUSTOMER NO: 4305628

4000002004994--2

CUSTOMER: Ivy Shapiro, Legal Assistant  
Schnader, Harrison, Segal &  
1600 Market Street  
Suite 3600  
Philadelphia, PA 19103

FOREIGN FILINGS

NAME: BASIC US REIT, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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DIVISION OF CORPORATION  
11/14

## 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. Basic U.S. REIT, Inc.

(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

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

3. 65-0695958

(FEI number, if applicable)

4. June 30, 1996

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Not yet transacted business in Florida

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

7. 7850 Northwest 146th Street, Suite 308

Miami, Florida 33106

(Current mailing address)

8. The purchase of real estate

(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: Carl Maynard, President and CEO

Office Address: 7850 Northwest 146th Street, Suite 308

Miami, , Florida, 33106

(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.

Carl Maynard, President and CEO

By: [Signature]

(Registered agent's signature)

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.

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12. Names and addresses of officers and/or directors: SEE ATTACHED RIDER

A. DIRECTORS

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

B. OFFICERS

President: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

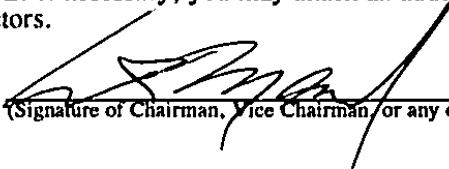
Secretary: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

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

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

14. Carl Maynard President and CEO  
(Typed or printed name and capacity of person signing application)

**RIDER TO APPLICATION BY FOREIGN CORPORATION  
FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA  
FOR BASIC U.S. REIT, INC.**

**QUESTION 12:**     The following are the names and addresses of the officers and directors of Basic U.S. REIT, Inc.:

**A.     DIRECTORS**

Chairman -                      Ronald L. Bernbaum  
7850 Northwest 146th Street  
Suite 308  
Miami, FL 33106

Director -                      Carl Maynard  
7850 Northwest 146th Street  
Suite 308  
Miami, FL 33106

Director -                      Larry Thrall  
7850 Northwest 146th Street  
Suite 308  
Miami, FL 33106

Director -                      Robert G. Witterick  
7850 Northwest 146th Street  
Suite 308  
Miami, FL 33106

Director -                      Nils Peterson  
7850 Northwest 146th Street  
Suite 308  
Miami, FL 33106

**B.     OFFICERS**

President & CEO                      Carl Maynard  
7850 Northwest 146th Street  
Suite 308  
Miami, FL 33106

Vice President -                      Richard Schwartz  
7850 Northwest 146th Street  
Suite 308  
Miami, FL 33106

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**Vice President, Finance -** Terry McCrae  
**Treasurer and CFO** 7850 Northwest 146th Street  
Suite 308  
Miami, FL 33106

**Secretary -** Aran Kwinta  
7850 Northwest 146th Street  
Suite 308  
Miami, FL 33106

**Vice President -** Richard Dickerson  
7850 Northwest 146th Street  
Suite 308  
Miami, FL 33106

# STATE OF MARYLAND

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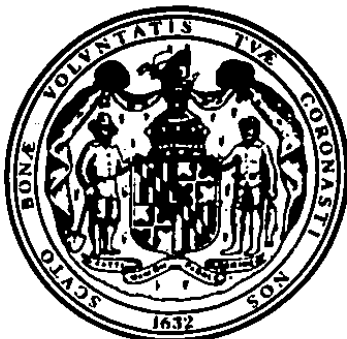
## STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

I, NANCY GRUENINGER 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 BASIC U.S. REIT, INC. 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.

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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 6TH DAY OF NOVEMBER, 1996.

*Nancy Grueninger*  
NANCY GRUENINGER  
ADMINISTRATIVE OFFICER