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F97000005624

CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

600002329336--2
-10/24/97--01083--028
*****70.00 *****70.00

Post GP Holdings, Inc.

9/10/24

97 OCT 24 PM 1:32

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DIVISION OF CORPORATIONS

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Hope CT Corporation

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION 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. Post GP Holdings, 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. Georgia
(State or country under the law of which it is incorporated)

3. 58-2348868
(FEI number, if applicable)

4. July 31, 1997
(Date of incorporation)

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

6. October 24, 1997
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. Suite 2200, 3350 Cumberland Circle
Atlanta, Georgia 30339
(Current mailing address)

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to act as general partner of Post Apartment Homes, L.P. in connection with
8. development, operation and ownership of apartment communities
(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.

Dale Morris
C T CORPORATION SYSTEM

(Registered agent's signature) (Officer)

Dale Morris, Assistant Vice President

(Type Name and Title of Officer)

(FL - 2189 - 9/23/87)

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 See attached list.

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS See attached list.

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. Sherry W Cohen
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. SHERRY W. COHEN, Vice President and Secretary
(Typed or printed name and capacity of person signing application)

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

Post GP Holdings, Inc.

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

A. Directors John A. Williams
Suite 2200
3350 Cumberland Circle
Atlanta, Georgia 30339

John T. Glover
Suite 2200
3350 Cumberland Circle
Atlanta, Georgia 30339

B. Officers John A. Williams, Chairman of the Board and Chief Executive
Officer
Suite 2200
3350 Cumberland Circle
Atlanta, Georgia 30339

John T. Glover, President and Vice Chairman of the Board
Suite 2200
3350 Cumberland Circle
Atlanta, Georgia 30339

Sherry W. Cohen, Vice President and Secretary
Suite 2200
3350 Cumberland Circle
Atlanta, Georgia 30339

Timothy A. Peterson, Vice President and Treasurer
Suite 2200
3350 Cumberland Circle
Atlanta, Georgia 30339

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

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DATE INC/AUTH/FILED: 07/31/1997
JURISDICTION : GEORGIA
PRINT DATE : 10/22/1997
FORM NUMBER : 211

CT CORPORATION SYSTEM
INGRID ROLKE
1201 PEACHTREE STREET, NE
ATLANTA, GA 30361

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CERTIFICATE OF EXISTENCE

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

POST GP HOLDINGS, INC.
A DOMESTIC PROFIT CORPORATION

was formed in the jurisdiction stated above or was 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, certificate of cancellation or any other similar document 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, a statement of commencement of winding up 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.



Lewis A. Massey

Lewis A. Massey
Secretary of State