

F9800000/289

Document Number Only

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

400002449374--0
-03/06/98--01071--004
*****70.00 *****70.00

400002449374--0
-03/06/98--01071--005
*****61.25 *****61.25

W9 / PHC GEN - PAC, INC

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- Profit
- NonProfit
- Limited Liability Co.
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Annual Report
- Reservation
- Call if Problem
- Will Wait
- Merger
- Mark
- Other
- Change of S.A.
- Fictitious Name Filing
- CUS
- After
- Pick Up

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Name Availability
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Verifier
Acknowledgment
W.P. Verifier

MAR 06 1998

File First

Thanks,
Jeff

B. Officers:

See attached list.

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

(If needed, you may attach an addendum to the application listing additional officers and directors.)

10. Name and Street address of Florida registered agent:

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324

Zip Code

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11. Registered agent's acceptance:

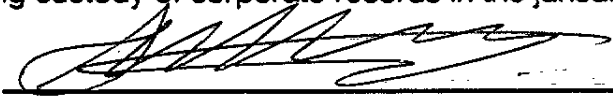
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative 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: _____

Connie Bryan

**CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY**

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. 

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

14. Stuart M. Rottenberg, VP

(Name and capacity of person signing application)

List of Sole Director and Officers of W9/PHC Gen-Par, Inc.

DIRECTOR

Stuart M. Rothenberg
Director

85 Broad Street
Real Estate Department, 19th Floor
New York, New York 10004

OFFICERS

Daniel M. Neidich
President

85 Broad Street
Real Estate Department, 19th Floor
New York, New York 10004

Michael K. Klingher
Vice President

85 Broad Street
Real Estate Department, 19th Floor
New York, New York 10004

Angie Madison
Vice President

85 Broad Street
Real Estate Department, 19th Floor
New York, New York 10004

Kevin D. Naughton
Vice President/Secretary/Treasurer

85 Broad Street
Real Estate Department, 19th Floor
New York, New York 10004

Ralph F. Rosenberg
Vice President/Asst. Secretary

85 Broad Street
Real Estate Department, 19th Floor
New York, New York 10004

Stuart M. Rothenberg
Vice President

85 Broad Street
Real Estate Department, 19th Floor
New York, New York 10004

Edward M. Siskind
Vice President/Asst. Treasurer

85 Broad Street
Real Estate Department, 19th Floor
New York, New York 10004

David M. Weil
Vice President

85 Broad Street
Real Estate Department, 19th Floor
New York, New York 10004

Todd A. Williams
Vice President/Asst. Secy./Asst. Treas.

100 Crescent Court
Suite 1000
Dallas, Texas 75201

Elizabeth A. O'Brien
Vice President/Asst. Secretary

85 Broad Street
Real Estate Department, 19th Floor
New York, New York 10004

G. Douglas Gunn
Vice President

100 Crescent Court
Suite 1000
Dallas, Texas 75201

Zubin Irani
Asst. Vice President/Asst. Secretary

85 Broad Street
Real Estate Department, 19th Floor
New York, New York 10004

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Ronald Bernstein Asst. Vice President/Asst. Secretary	85 Broad Street Real Estate Department, 19th Floor New York, New York 10004
James L. Lozier, Jr. Asst. Vice President/Asst. Secretary	Archon Group 600 East Las Colinas Blvd., #1900 Irving, Texas 75039
Brian M. Ainsworth Asst. Vice President/Asst. Secretary	Archon Group 600 East Las Colinas Blvd., #1900 Irving, Texas 75039
Richard R. Frapart Asst. Vice President/Asst. Secretary	Archon Group 600 East Las Colinas Blvd., #1900 Irving, Texas 75039
James Weston Moffett Asst. Vice President/Asst. Secretary	Archon Group 600 East Las Colinas Blvd., #1900 Irving, Texas 75039
William G. Munding II Asst. Vice President/Asst. Secretary	Archon Group 600 East Las Colinas Blvd., #1900 Irving, Texas 75039
Ken N. Murphy Asst. Vice President/Asst. Secretary	Archon Group 600 East Las Colinas Blvd., #1900 Irving, Texas 75039
Roger H. Beless Asst. Vice President/Asst. Secretary	Archon Group 600 East Las Colinas Blvd., #1900 Irving, Texas 75039
Marilyn Franklin Asst. Vice President/Asst. Secretary	Archon Group 600 East Las Colinas Blvd., #1900 Irving, Texas 75039
Gary E. Davis Asst. Vice President/Asst. Secretary	Archon Group 600 East Las Colinas Blvd., #1900 Irving, Texas 75039
Michael W. Forbes Asst. Vice President/Asst. Secretary	Archon Group 600 East Las Colinas Blvd., #1900 Irving, Texas 75039
Howard Stern Asst. Vice President/Asst. Secretary	Archon Group 600 East Las Colinas Blvd., #1900 Irving, Texas 75039
Milton R. Millman III Asst. Vice President/Asst. Secretary	Archon Group 600 East Las Colinas Blvd., #1900 Irving, Texas 75039
J. Tabb Neblett Asst. Vice President/Asst. Secretary	Archon Group 600 East Las Colinas Blvd., #1900 Irving, Texas 75039

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Christopher Nelson
Asst. Vice President/Asst. Secretary

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600 East Las Colinas Blvd., #1900
Irving, Texas 75039

Richard W. Reynolds
Asst. Vice President/Asst. Secretary

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Irving, Texas 75039

Gail A. Templeton
Asst. Vice President/Asst. Secretary

Archon Group
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Irving, Texas 75039

Geoffrey C. Wood
Asst. Vice President/Asst. Secretary

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Joanne M. Houser
Asst. Vice President/Asst. Secretary

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Wm. David Lawson
Asst. Vice President/Asst. Secretary

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Dixon M. Rich
Asst. Vice President/Asst. Secretary

Archon Group
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Sharon Sterling
Asst. Vice President/Asst. Secretary

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Mark Wolcott
Asst. Vice President/Asst. Secretary

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600 East Las Colinas Blvd., #1900
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Denise McLaurin
Asst. Secretary

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Irving, Texas 75039

Stephen M. Abelman
Asst. Vice President/Asst. Secretary

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Ron K. Barger
Asst. Vice President/Asst. Secretary

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Nancy Haag
Asst. Vice President/Asst. Secretary

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Marijke Lantz
Asst. Vice President/Asst. Secretary

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Irving, Texas 75039

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Sharon P.A. Levine
Asst. Vice President/Asst. Secretary

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Irving, Texas 75039

Michael J. Ludden
Asst. Vice President/Asst. Secretary

Archon Group
600 East Las Colinas Blvd., #1900
Irving, Texas 75039

Gregory K. Rooks
Asst. Vice President/Asst. Secretary

Archon Group
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Irving, Texas 75039

Barbara G. Salk
Asst. Vice President/Asst. Secretary

Archon Group
600 East Las Colinas Blvd., #1900
Irving, Texas 75039

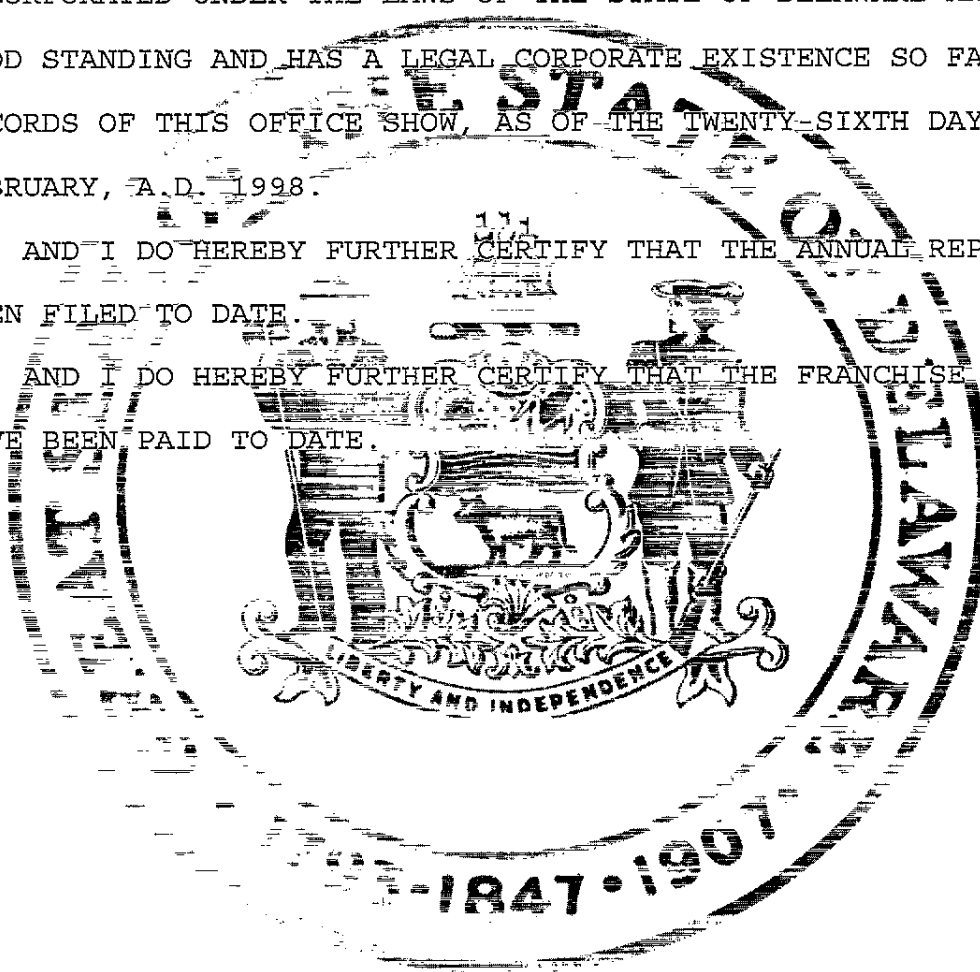
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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "W9/PHC GEN-PAR, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SIXTH DAY OF FEBRUARY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



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Edward J. Freel

Edward J. Freel, Secretary of State

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DATE: 02-26-98