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LAW OFFICES
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PROFESSIONAL CORPORATION

SUITE 2400
ONE WOODWARD AVENUE
DETROIT, MICHIGAN 48226

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SOUTHFIELD

Jeffrey M. Weiss

April 13, 1998

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*****70.00 *****70.00

Qualification/Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Via Federal Express

Re: NNN/1031 GP, Inc.

Dear Sir/Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", good standing certificate and check in the amount of \$70.00 are submitted to register the above-referenced corporation to transact business in Florida.

Please return all correspondence concerning this matter to Jeffrey M. Weiss, at Jaffe, Raitt, Heuer & Weiss, P.C., One Woodward Avenue, Suite 2400, Detroit, Michigan 48226.

If you have any questions, please call me at (313) 961-8380.

Very truly yours,

JAFFE, RAITT, HEUER & WEISS
Professional Corporation


Jeffrey M. Weiss

Enclosures
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**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:**

NNN/1031 GP, Inc.

1. _____
(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. Michigan 3. Applied for
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. March 17, 1998 5. Perpetual
(Date of Incorporation) (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 817.155, F.S.)

7. 3011 W. Grand Blvd., Ste. 2405, Detroit, MI 48202

(Current mailing address)

8. Act as General Partner of limited partnerships.
(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: Peter D. Cummings & Associates, Inc.

Office Address: 3501 SW Corporate Parkway

Palm City, Florida, 34990
(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.

Peter D. Cummings & Associates, Inc.


(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:

A. DIRECTORS

Chairman: Peter D. Cummings
Address: 3011 W. Grand Blvd., Ste. 2405
Detroit, MI 48202
Vice Chairman: _____
Address: _____
Director: _____
Address: _____
Director: _____
Address: _____

B. OFFICERS

President: See attached list of Officers
Address: _____
Vice President: _____
Address: _____
Secretary: _____
Address: _____
Treasurer: _____
Address: _____

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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)

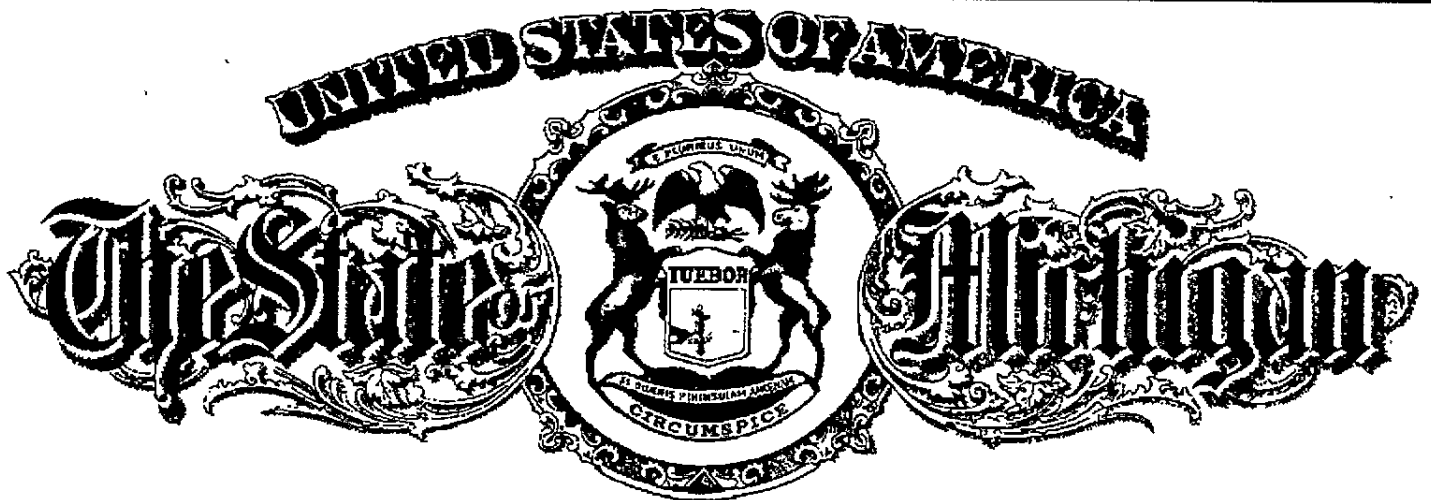
14. Peter D. Cummings, President
(Typed or printed name and capacity of person signing application)

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
NNN/1031 GP, Inc.**

-
1. Peter D. Cummings, President & Treasurer
3011 W. Grand Blvd., Ste. 2405
Detroit, Michigan 48202
 2. Keith L. Cummings, Vice-President & Secretary
3501 SW Corporate Parkway
Palm City, Florida 34990
 3. Donald Chasen, Vice-President
3501 SW Corporate Parkway
Palm City, Florida 34990

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Michigan Department of Consumer and Industry Services

Lansing, Michigan

This is to Certify That

NNN/1031 GP, INC.

was validly incorporated on March 17, 1998, as a Michigan profit corporation, and said corporation is validly in existence under the laws of this State.

This certificate is issued to attest to the fact that the corporation is in good standing in this office as of this date and is duly authorized to transact business or conduct affairs in Michigan and for no other purpose. It is in the usual form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 9th day of April, 1998.

Julie Croll

, Director

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Corporation, Securities and Land Development Bureau

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