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CT CORPORATION SYSTEM

Requestor's Name

660 E. JEFFERSON

Address

TALLAHASSEE, FL 32301 (850) 222-1092

City

State

Zip

Phone

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

CORPORATION(S) NAME

WALT NATIONAL ACQUISITION CORP

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TALLAHASSEE, FLORIDA

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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | | <input type="checkbox"/> FICT. NAME |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
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| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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JEFF BUTERFIELD

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DIVISION OF CORPORATION

9/11

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

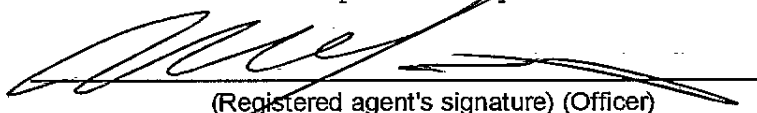
IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

1. WALI National Acquisition Corp.
(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. 75-2727770
(FEI number, if applicable)
4. September 17, 1997
(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. 3030 LBJ Freeway, Suite 1500, Dallas, Texas 75234
(Current mailing address)
8. Purchase and sell 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: 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



(Registered agent's signature) (Officer)

MICHAEL E. JONES
ASSISTANT SECRETARY

(Type Name and Title of Officer)

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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: _____

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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Treasurer: _____

Address: _____

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

13. Scott H. Raskin
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Scott H. Raskin, Secretary
(Typed or printed name and capacity of person signing application)

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OFFICERS AND DIRECTORS
WALI National Acquisition Corp.

NAME	TITLE	BUSINESS ADDRESS
J. Scott Nesbit	President/Director	Library Tower 633 West Fifth Street - Suite 6770 Los Angeles, CA 90071
Lawrence A. Corson	Executive Vice President/Director	3030 LBJ Freeway-LB #6 Suite 1500 Dallas, Texas 75234
C. Robert Woolsey	Vice President	100 Summit Pkwy Columbia, South Carolina 29223
Charles A. Palant	Vice President	7600 Southland Blvd. Suite 102 Orlando, Florida 32809
David L. Frame	Vice President	One Concourse Parkway Suite 755 Atlanta, Georgia 30328
Dowdell Brown	Vice President	Monterey Triangle 2400 SE Federal Highway, Suite 310 Stuart, Florida 34994
Ivan M. Chosnek	Vice President	Monterey Triangle 2400 SE Federal Highway, Suite 310 Stuart, Florida 34994
Richard L. Croteau	Vice President	7605 West Virginia Pkwy McKinney, Texas 75070
John C. Rowlett	Vice President	3505 Frontage Road Suite 145 Tampa, Florida 33607
John T. Potts	Vice President	9404 Genesee Avenue Suite 340 La Jolla, California 92037
Patrick S. Vaughn	Vice President	304 Inverness Way, South Suite 165 Englewood, Colorado 80112
Richard A. Garner	Vice President	2111 Fieldstone Parkway Franklin, Tennessee 37064
Richard L. Croteau	Vice President	7605 W. Virginia Parkway McKinney, Texas 75070
Thomas J. D'Alesandro, IV	Vice President	Broadlands 42935 Waxpool Road Ashburn, Virginia 20148

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OFFICERS AND DIRECTORS
WALI National Acquisition Corp.

NAME	TITLE	BUSINESS ADDRESS
Walter F. Nelson	Vice President	4025 S. Mason Road Katy, Texas 77450
Brian S. Sewell	Assistant Vice President	3505 Frontage Road Suite 145 Tampa, Florida 33607
Christopher A. Borst	Assistant Vice President	6300 Highland Creek Parkway Charlotte, North Carolina 28269
E. William Meyer	Assistant Vice President	9404 Genesee Avenue Suite 340 La Jolla, California 92037
Garrett J. Solomon	Assistant Vice President	11150 Santa Monica Boulevard Suite 1450 Los Angeles, CA 90025
Marcus L. Scroggins	Chief Financial Officer/Treasurer	3030 LBJ Freeway-LB #6 Suite 1500 Dallas, Texas 75234
Scott H. Raskin	Secretary	3030 LBJ Freeway-LB #6 Suite 1500 Dallas, Texas 75234
Susan A. Merkel	Assistant Secretary	13155 Noel Road, LB-54 Suite 2300 Dallas, Texas 75240
Yolanda D. Bartee	Assistant Secretary	3030 LBJ Freeway-LB #6 Suite 1500 Dallas, Texas 75234

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TALLAHASSEE FLORIDA

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WALI NATIONAL ACQUISITION CORP." 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 NINTH DAY OF SEPTEMBER, 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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TALLAHASSEE FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

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