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CSC

**THE UNITED STATES
CORPORATION
COMPANY**

ACCOUNT NO. : 072100000032

REFERENCE : 964495 4326321

AUTHORIZATION : *Patricia Pugh*

COST LIMIT : \$ 78.75

ORDER DATE : September 16, 1998

ORDER TIME : 11:13 AM

ORDER NO. : 964495-030

CUSTOMER NO: 4326321

000002644930--6

CUSTOMER: Mel Hindin, Legal Asst
Hunton & Williams
1900 K Street, N.w.

Washington, DC 20006-1109

FOREIGN FILINGS

NAME: WINSTON MANAGER CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Bryant

DIVISION OF CORPORATION

98 SEP 21 PM 1:14

RECEIVED

SECRETARY OF STATE
TALLAHASSEE FLORIDA

98 SEP 21 PM 1:48

FILED

W/9/21

**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. Winston Manager Corporation

(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. Virginia

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

3. Applied For

(FEI number, if applicable)

4. September 16, 1998

(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 817.155, F.S.))

7. Riverfront Plaza, East Tower, 951 East Byrd Street,

Richmond, Virginia 23219

(Current mailing address)

8. Being the managing member of a single purpose limited liability company known as Winston SPE LLC, a Virginia limited liability company

(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: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

, Florida, 32301

(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.

By: Shirley R. Hawkins, Secy.
(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.

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: See attached officers/directors rider

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. Joseph V. Green, Vice President

(Typed or printed name and capacity of person signing application)

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TALLAHASSEE FLORIDA

WINSTON MANAGER CORPORATION

Officers/Directors Rider

Name and Title:

Business Address

Robert W. Winston, III
President and Director

2209 Century Drive
Suite 300
Raleigh, NC 27612

Joseph V. Green
Vice President and Director

2209 Century Drive
Suite 300
Raleigh, NC 27612

James D. Rosenberg,
Chief Financial Officer and Director

2209 Century Drive
Suite 300
Raleigh, NC 27612

Mary Ellen Hindin
Vice President/Assistant Secretary

1900 K Street, N.W.
Suite 1200
Washington, D.C. 20006

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TALLAHASSEE FLORIDA

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the
Commission:

WINSTON MANAGER CORPORATION is a corporation existing under and by virtue
of the laws of Virginia, and is in good standing.

The date of incorporation is September 16, 1998.

Nothing more is hereby certified.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA



Signed and Sealed at Richmond
on this Date: September 17, 1998

William J. Bridge

William J. Bridge, Clerk of the Commission