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ACCOUNT NO. : 072100000032

REFERENCE : 993853 4303929

AUTHORIZATION : *Patm* *yguts*

COST LIMIT : \$ 78.75

ORDER DATE : October 13, 1998

ORDER TIME : 3:04 PM

ORDER NO. : 993853-005

CUSTOMER NO: 4303929

600002664086--6

CUSTOMER: Ms. Jazmine Roman  
Greenberg Traurig  
1221 Brickell Avenue  
20th Floor  
Miami, FL 33131

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DIVISION OF CORPORATION

FOREIGN FILINGS

NAME: BOCA CORPORATE PLAZA, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: KAREN ROZAR

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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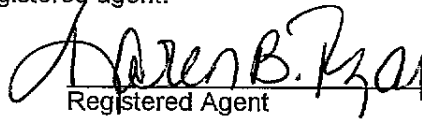
**APPLICATION BY FOREIGN CORPORATION FOR  
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

In compliance with §607.1503, FLORIDA STATUTES, the following is submitted to Register a FOREIGN CORPORATION TO TRANSACT BUSINESS in the State of Florida:

1. BOCA CORPORATE PLAZA, INC.  
(Name of Corporation adding the word "INCORPORATED", "COMPANY" OR "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 is incorporated)
3. Applied for  
(F.E.I Number, if applicable)
4. July 13, 1998  
(Date of Incorporation)
5. Perpetual  
(Duration: Year corporation will cease to exist or "Perpetual")
6. Date of qualification in Florida  
(Date first transacted business in Florida. (See §607.1501, 607.1502, and §817.155 F.S.))
7. c/o Invesco Realty Advisors, Inc. 5400 LBJ Freeway, LB 2, Suite 700, Dallas, TX 75240  
(Current Mailing Address; please include city, state & zip code)
8. Any lawful business  
(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: Corporation Service Company  
Office Address: 1201 Hays Street  
Tallahassee, Florida 32301

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10. **REGISTERED AGENT'S ACCEPTANCE:** Having been named as the 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 Karen B. Rozar, Asst. Sec.  
Corporation Service Company

Date: 10 14, 1998

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Florida Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of the state or country in which it is incorporated.

12. NAME OF DIRECTORS and OFFICERS:

A. DIRECTORS:

Director: David A. Ridley

Address: 5400 LBJ Freeway, LB 2, Suite 700  
Dallas, TX 75240

Director: David N. Farmer

Address: 5400 LBJ Freeway, LB 2, Suite 700  
Dallas, TX 75240

B. OFFICERS:

President/ David N. Farmer

Address: 5400 LBJ Freeway, LB 2, Suite 700, Dallas, TX 75240

Vice President/ Ronald L. Ragsdale  
Secretary

Address: 5400 LBJ Freeway, LB 2, Suite 700, Dallas, TX 75240

Vice President/ Shellie M. Sims  
Assistant Secretary

Address: 5400 LBJ Freeway, LB 2, Suite 700, Dallas, TX 75240

Vice President/ Michael Kirby  
Assistant Secretary

Address: 5400 LBJ Freeway, LB 2, Suite 700, Dallas, TX 75240

Vice President/ Terrell Boiko  
Assistant Secretary

Address: 5400 LBJ Freeway, LB 2, Suite 700, Dallas, TX 75240

Treasurer/ Dorothy Jenkins  
Assistant Secretary

Address: 5400 LBJ Freeway, LB 2, Suite 700, Dallas, TX 75240

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

13.  Date: 10/12/ 1998  
(Signature of officer listed in #12)

14. David N. Farmer, President  
(Print or type name and office of person signing this application)

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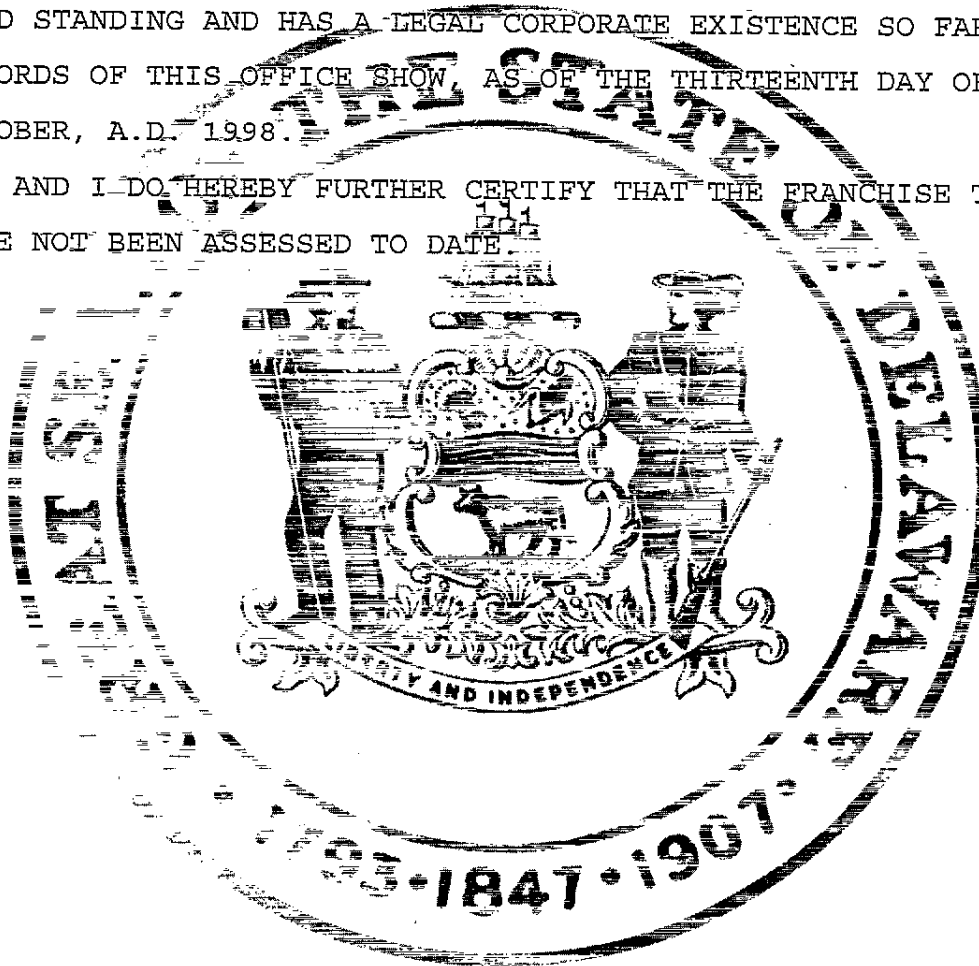
*State of Delaware*  
*Office of the Secretary of State*

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PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BOCA CORPORATE PLAZA, 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 THIRTEENTH DAY OF OCTOBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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10-13-98

*Edward J. Freel*  
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Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: