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ACCOUNT NO. : 072100000032

REFERENCE : 125828 4304394

AUTHORIZATION :

Patricia Pizit

COST LIMIT : ~~\$ 70.00~~ 78.75

ORDER DATE : February 5, 1999

ORDER TIME : 12:39 PM

ORDER NO. : 125828-015

600002773166--4

CUSTOMER NO: 4304394

CUSTOMER: Carrie Richards, Legal Asst
Mayer, Brown & Platt
190 South La Salle St.
31st Floor
Chicago, IL 60603

FOREIGN FILINGS

NAME: HVI (2) INCORPORATED

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 11 PM 2:15

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2/11

RECEIVED
99 FEB 11 PM 1:44
DIVISION OF CORPORATION

**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. HVI (2) Incorporated

(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. (applied for)

(FEI number, if applicable)

4. 2-5-99

(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. 125 Lincoln Avenue, Santa Fe, NM 87501

(Current mailing address)

8. Any and all for which foreign corporations may be qualified.

(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.

Corporation Service Company

By: Margaret A. Pike, Authorized Rep.
(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: (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. JEFFREY A. KLOPF, SENIOR VICE PRESIDENT & Secretary
(Typed or printed name and capacity of person signing application)

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HVI (2) INCORPORATED

Officers and Directors List

| NAME | ADDRESS | OFFICE |
|------------------------|--|---|
| David Dressler | 2100 RiverEdge Parkway, 9th Floor, Atlanta, GA 30328 | President, Co-Chairman, Chief Investment Officer |
| Michael Cryan | 2100 RiverEdge Parkway, 9th Floor, Atlanta, GA 30328 | Co-Chairman, Chief Operating Officer |
| Robert Morse | 2100 RiverEdge Parkway, 9th Floor, Atlanta, GA 30328 | Managing Director |
| James Potts | 2100 RiverEdge Parkway, 9th Floor, Atlanta, GA 30328 | Managing Director |
| Bryan Flannigan | 7777 Market Center Avenue, El Paso, TX 79912-8412 | Senior Vice President and Chief Financial Officer |
| Laura Hamilton | 2100 RiverEdge Parkway, 9th Floor, Atlanta, GA 30328 | Senior Vice President |
| Jeffrey A. Klopf | 125 Lincoln Avenue, Santa Fe, NM 87501 | Senior Vice President and Secretary |
| Michael Dugan | 2100 RiverEdge Parkway, 9th Floor, Atlanta, GA 30328 | Assistant Secretary |
| Mark Pearson | 2100 RiverEdge Parkway, 9th Floor, Atlanta, GA 30328 | Senior Vice President |
| Michael D. Cryan | 2100 RiverEdge Parkway, 9th Floor, Atlanta, GA 30328 | Director |
| David C. Dressler, Jr. | 2100 RiverEdge Parkway, 9th Floor, Atlanta, GA 30328 | Director |

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State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HVI (2) INCORPORATED" 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 EIGHTH DAY OF FEBRUARY, A.D. 1999.

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

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A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9564853

DATE: 02-08-99