



THE UNITED STATES
CORPORATION
COMPANY

99000003997

ACCOUNT NO. : 072100000032

REFERENCE : 290002 4373439

AUTHORIZATION :

Patricia R. Smith

COST LIMIT : \$ 70.00

ORDER DATE : June 28, 1999

ORDER TIME : 10:02 AM

ORDER NO. : 290002-125

CUSTOMER NO: 4373439

000002950420--6

CUSTOMER: Lucy Lombillo, Legal Asst
Akin, Gump, Strauss, Hauer &
19th Floor
590 Madison Avenue
New York, NY 10022

FOREIGN FILINGS

NAME: DT-TALLAHASSEE GP MANAGER
CORP.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James Guy

FILED
99 AUG-4 PM 1:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA

W
8/4

RECEIVED
99 AUG-4 PM 12:07
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE 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.

- (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.)

- (FEI number, if applicable)

- (Duration: Year corp. will cease to exist or "perpetual")

- (Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

- (Current mailing address)

- (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

- Tallahassee, Florida, 32301
(Zip code)

- 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.*

(Registered agent's signature)

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: _____

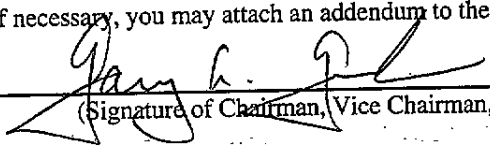
Secretary: _____

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. GARY A. GOODMAN, ASSISTANT SECRETARY
(Typed or printed name and capacity of person signing application)

FILED
99 AUG -4 PM 11:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA

List of Officers & Directors

Name	Office	Address
James D. Carreker	Chief Executive Officer, President and Director	1950 Stemmons Freeway Suite 6001 Dallas, Texas 75207
Richard Mahoney	Executive Vice President, Chief Financial Officer and Director	1950 Stemmons Freeway Suite 6001 Dallas, Texas 75207
Anne L. Raymond	Executive Vice President, Chief Investment Officer and Director	1950 Stemmons Freeway Suite 6001 Dallas, Texas 75207
Carla S. Moreland	Senior vice President and Secretary	1950 Stemmons Freeway Suite 6001 Dallas, Texas 75207
John P. Bohlmann	Senior Vice President and Assistant Secretary	1950 Stemmons Freeway Suite 6001 Dallas, Texas 75207
Beverly M. Houston	Assistant Secretary	1950 Stemmons Freeway Suite 6001 Dallas, Texas 75207
Gary A. Goodman	Assistant Secretary	1950 Stemmons Freeway Suite 6001 Dallas, Texas 75207

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99 AUG -4 PM 1:25

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DT-TALLAHASSEE GP MANAGER 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 THIRTIETH DAY OF JUNE, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "DT-TALLAHASSEE GP MANAGER CORP." WAS INCORPORATED ON THE TWENTY-FIFTH DAY OF JUNE, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID IS THE THIRTIETH DAY OF JUNE, A.D. 1999.

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



FILED
99 AUG -4 PM 1:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

3061583 8300

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AUTHENTICATION:

9839426

DATE:

06-30-99