



THE UNITED STATES CORPORATION COMPANY

F99000005937

ACCOUNT NO. : 072100000032

REFERENCE : 480436 7118032

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pizzuto

ORDER DATE : November 12, 1999

ORDER TIME : 11:56 AM

900003046019--1

ORDER NO. : 480436-005

CUSTOMER NO: 7118032

CUSTOMER: Ms. Kelly A. Arrigo
Prudential Real Estate
8 Campus Drive
4th Floor
Parsippany, NJ 07054

FOREIGN FILINGS

NAME: CIRCLE HOUSING CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

FILE LIST

CONTACT PERSON: Tamara Odom

BK 11/16/99

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 NOV 16 PM 3:50

RECEIVED
99 NOV 16 PM 12:53
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 NOV 16 PM 3:50

1. Circle Housing 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. Delaware 3. 22-3496517
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. January 30, 1997 5. perpetual
(Date of Incorporation) (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. 8 Campus Drive, 4th Floor
Parsippany, New Jersey 07054
(Current mailing address)

8. See attached sheet
(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: Laura R. DuA
(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 sheet

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached sheet

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. Ellen T. Kendall
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Ellen T. Kendall, Secretary
(Typed or printed name and capacity of person signing application)

FILED - STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
99 NOV 16 PM 3:50

CIRCLE HOUSING CORPORATION

Directors

Joel W. Stoesser
8 Campus Drive
4th Floor
Parsippany, NJ 07054

John Dark
Two Ravinia Drive
Suite 1400
Atlanta, GA 30346

Victor Del Pizzo
8 Campus Drive
4th Floor
Parsippany, NJ 07054

Bernard Winograd
8 Campus Drive
4th Floor
Parsippany, NJ 07054

Dale Taysom
Two Ravinia Drive
Suite 1400
Atlanta, GA 30346

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
99 NOV 16 PM 3:50

CIRCLE HOUSING CORPORATION

Officers

Joel W. Stoesser - President
8 Campus Drive
4th Floor
Parsippany, NJ 07054

John W. Dark - Vice President
Two Ravinia Drive
Suite 1400
Atlanta, GA 30346

Noah Levy - Vice President
Two Ravinia Drive
Suite 1400
Atlanta, GA 30346

Bernadette Coyle - Treasurer
8 Campus Drive
4th Floor
Parsippany, NJ 07054

Ellen T. Kendall - Secretary
8 Campus Drive
4th Floor
Parsippany, NJ 07054

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 NOV 16 PM 3:50

State of Delaware
Office of the Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 NOV 16 PM 3:50

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CIRCLE HOUSING CORPORATION" IS 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 TWELFTH DAY OF NOVEMBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CIRCLE HOUSING CORPORATION" WAS INCORPORATED ON THE THIRTEETH DAY OF JANUARY, A.D. 1997.



Edward J. Freel

Edward J. Freel, Secretary of State

2713335 8300

991483274

AUTHENTICATION:

0078775

DATE:

11-12-99