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Department of State.

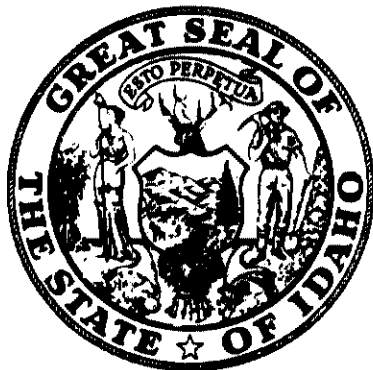
**CERTIFICATE OF AUTHORITY
OF**

GE CAPITAL ASSET MANAGEMENT CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of GE CAPITAL ASSET MANAGEMENT CORPORATION for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to GE CAPITAL ASSET MANAGEMENT CORPORATION to transact business in this State under the name GE CAPITAL ASSET MANAGEMENT CORPORATION and attach hereto a duplicate original of the Application for such Certificate.

Dated **September 20, 1991**



Pete T. Cenarrusa

SECRETARY OF STATE

Shirley M. ...
Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

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1. The name of the corporation is GE Capital Asset Management Corporation

2. The name which it shall use in Idaho is GE Capital Asset Management Corporation

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of Delaware

4. The date of its incorporation is September 7, 1990 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is c/o The Corporation Trust Company, 1209 Orange St., Wilmington, DE 19801

6. The address to which correspondence should be addressed, if different from that in item 5. 2001 N. Beauregard St., suite 1200 Alexandria, VA 22311

7. The street address of its proposed registered office in Idaho is c/o The Prentice-Hall Corporation System, Inc., 877 Main Street, Boise, Idaho 83702-5858, and the name of its proposed registered agent in Idaho at that address is The Prentice-Hall Corporation System, Inc.

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: To engage in the lawful activities for which corporations are organized including but not limited to asset management services.

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>See attached list.</u>		

(continued on reverse)

Name	Office	Address

10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

11. This Application is accompanied by a certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: September 11, 1991

GE Capital Asset Management Corporation
(Corporation Name)

By [Signature]
Its ~~President~~ / Vice President (please specify)

and [Signature]
Its ~~Secretary~~ / Assistant Secretary (please specify)

STATE OF Virginia)
CITY) ss:
~~COMMONWEALTH~~ OF Alexandria)

I, BARBARA J. OLDS, a notary public, do hereby certify that on this 11th day of September, 1991, personally appeared before me James E. Brammer, who being by me first duly sworn, declared that (s)he is ~~the~~ a Vice President of GE Capital Asset Management Corporation

that (s)he signed the foregoing document as Vice President of the corporation and that the statements therein contained are true.

BARBARA J. OLDS
NOTARY PUBLIC
COMMONWEALTH OF VA
MY COMM. EXPIRES DEC. 22, 1992

[Signature]
Notary Public

11-Sep-91

NAME	TITLE	DATE OF TAKING OFFICE	BUSINESS ADDRESS
Gregory T. Barmore	Director	Sep. 11, 1990	6601 Six Forks Road Raleigh, NC 27615
P. Richard Pace	Director	Sep 11, 1990	6601 Six Forks Road Raleigh, NC 27615
Gerhard A. Miller	Director	Sep. 11, 1990	6601 Six Forks Road Raleigh, NC 27615
Thomas M. Pfeiffer	Director	Sep. 11, 1990	6601 Six Forks Road Raleigh, NC 27615
James F. Dore	Director	Oct. 1, 1990	6601 Six Forks Road Raleigh, NC 27615
Stuart A. McFarland	Director	Oct. 1, 1990	2001 N. Beauregard St., #1200 Alexandria, VA 22312

11-Sep-91

NAME	TITLE	DATE OF TAKING OFFICE	BUSINESS ADDRESS
Stuart A. McFarland	President & CEO	10/30/90	2001 N. Beauregard St., #1200 Alexandria, VA 22312
Stephen Frank	Executive Vice President, CFO & Treasurer	10/30/90	2001 N. Beauregard St., #1200 Alexandria, VA 22312
Helen R. Kanovsky	Executive Vice President, General Counsel & Secretary	10/30/90	2001 N. Beauregard St., #1200 Alexandria, VA 22312
Alfred Burfeind	Executive Vice President	10/30/90	2001 N. Beauregard St., #1200 Alexandria, VA 22312
William Hodkin	Executive Vice President	10/30/90	2001 N. Beauregard St., #1200 Alexandria, VA 22312
Cheryl E. Hoffman	Senior Vice President	10/30/90	2001 N. Beauregard St., #1200 Alexandria, VA 22312
Mike Bequette	Senior Vice President	10/30/90	2001 N. Beauregard St., #1200 Alexandria, VA 22312
Fernando Serrano	Senior Vice President	4/1/91	6601 Six Forks Road Raleigh, NC 27615
Robert Schmid	Senior Vice President	2/18/91	2001 N. Beauregard St., #1200 Alexandria, VA 22312
David McCarthy	Senior Vice President, Corporate Broker of Record for Colorado	10/30/90	1873 S. Bellaire St., #1500 Denver, CO 80222

NAME	TITLE	DATE OF TAKING OFFICE	BUSINESS ADDRESS
James E. Brammer	Vice President & Counsel	10/30/90	2001 N. Beauregard St., #1200 Alexandria, VA 22312
John Beggins	Vice President	10/30/90	14502 N. Dale Mabry Hwy, Ste 226 Tampa, FL 33618
Randall D. Cecola	Vice President	10/30/90	2001 N. Beauregard St., #1200 Alexandria, VA 22312
Michael Rooney	Vice President	10/30/90	2001 N. Beauregard St., #1200 Alexandria, VA 22312
John Cross	Vice President	10/30/90	2001 N. Beauregard St., #1200 Alexandria, VA 22312
Kenneth James	Vice President	10/30/90	6601 Six Forks Road Raleigh, NC 27615
Robin McElroy	Vice President	10/30/90	6601 Six Forks Road Raleigh, NC 27615
Steve L. Barker	Assistant Vice President	10/30/90	2001 N. Beauregard St., #1200 Alexandria, VA 22312
Susanne Brown	Assistant Vice President, Corporate Broker of Record for Virginia	10/30/90	2001 N. Beauregard St., #1200 Alexandria, VA 22312
Paula Darling	Assistant Vice President	10/30/90	2001 N. Beauregard St., #1200 Alexandria, VA 22312

11-Sep-91

NAME	TITLE	DATE OF TAKING OFFICE	BUSINESS ADDRESS
Alice Gwyn	Assistant Vice President	10/30/90	6601 Six Forks Road Raleigh, NC 27615
Lynn Hixson	Assistant Vice President	10/30/90	2001 N. Beauregard St., #1200 Alexandria, VA 22312
John Hunter	Assistant Vice President	10/30/90	2001 N. Beauregard St., #1200 Alexandria, VA 22312
Mary M. Prator	Assistant Vice President	10/30/90	2001 N. Beauregard St., #1200 Alexandria, VA 22312
William Stewart	Assistant Vice President, Corp. Broker for Arizona	10/30/90	11223 N. 28th Drive Phoenix, AZ 85027
Christopher Wist	Assistant Vice President	10/30/90	2001 N. Beauregard St., #1200 Alexandria, VA 22312
Randall C. Falkenhagen	Assistant Vice President, Corp. Broker for Texas	8/5/91	10777 Westheimer, suite 1155 Houston, TX 77042
Kevin D. Myrick	Assistant Secretary	10/30/90	2001 N. Beauregard St., #1200 Alexandria, VA 22312
Mary McCauley-Kerns	Assistant Secretary	10/30/90	2001 N. Beauregard St., #1200 Alexandria, VA 22312
Cheryl Triplett	Assistant Secretary	10/30/90	2001 N. Beauregard St., #1200 Alexandria, VA 22312

11-Sep-91

NAME	TITLE	DATE OF TAKING OFFICE	BUSINESS ADDRESS
Elizabeth Matton	Assistant Secretary	10/30/90	2001 N. Beaufort St., #1200 Alexandria, VA 22312
Gerhard A. Miller	Assistant Secretary	10/30/90	6601 Six Forks Road Raleigh, NC 27615



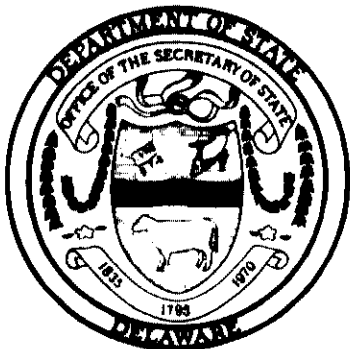
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SEC. OF STATE

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Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY GE CAPITAL ASSET MANAGEMENT CORPORATION 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 DATE SHOWN BELOW.

* * * * *



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Michael Harkins
Michael Harkins, Secretary of State

AUTHENTICATION: *3170835

DATE: 09/12/1991