

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF

PIER SET, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of PIER SET, INC. 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 PIER SET, INC. to transact business in this State under the name PIER SET, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated: December 24, 1992



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]* *[Signature]*

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

DEC 24 10 59 AM '92

SECRETARY OF STATE

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:

1. The name of the corporation is Pier Set, Inc.
2. The name which it shall use in Idaho is N/A
(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 12/22/92 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 32 Loockerman Square, Suite L-100, Dover, Delaware 19901
6. The address to which correspondence should be addressed, if different from that in item 5.
N/A
7. The street address of its proposed registered office in Idaho is 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 is proposed to pursue in the transaction of business in Idaho are:
Ownership of commercial real estate.

(Continued on reverse)

Submit application and certificate of status to:

Office of the Secretary of State
Division of Corporations
Statehouse, Room 203
Boise, Idaho 83720

Secretary of State use only

IDAHO SECRETARY OF STATE

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CK #:	14547	CUST#	1
CORPORATIO	10	60.00=	60.00

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

Name	Office	Address
James D. Price	Director/President	245 Park Avenue, New York, NY 10167
Scott E. Butler	Director/V.P./Tres.	245 Park Avenue, New York, NY 10167
Michael A. Forastiere III	Director/V.P./Asst. Sec.	245 Park Avenue, NY, NY 10167
Robert G. Herndon	Vice President	301 Commerce, Suite 600, Ft. Worth, TX 76102
J. Rodney Lawrence	Secretary	301 Commerce, Suite 600, Ft. Worth, TX 76102
Eileen M. McBride	Secretary	245 Park Avenue, New York, NY 10167

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: 12/23/92

Pier Set, Inc.

(Corporation name)

By

and

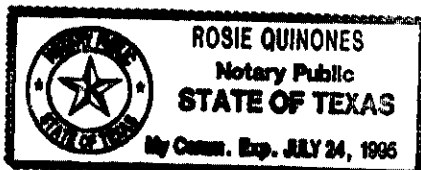
Robert G. Herndon
its President/Vice President (please specify)

Robert G. Herndon
its Secretary/Assistant Secretary (please specify)

STATE OF Texas)
COUNTY OF Tarrant) ss:

I, Rosie Quinones, a notary public, do hereby certify that on this 23rd day of December, 1992, personally appeared before me Robert G. Herndon, who being by me first duly sworn, declared that (s)he is the Vice President of Pier Set, Inc.

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



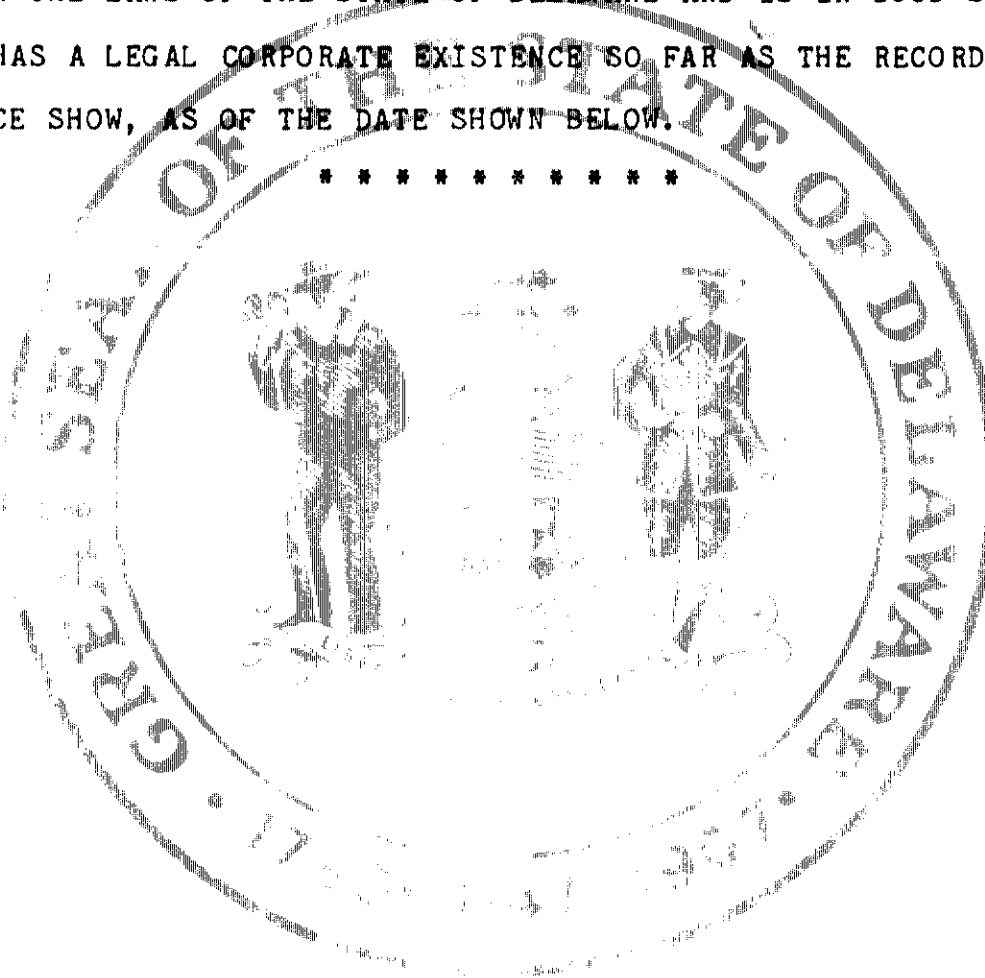
Rosie Quinones
Notary Public

State of Delaware
Office of the Secretary of State

DEC 24 10 59 AM '92
SECRETARY OF STATE

I, MICHAEL RATCHFORD, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY PIER SET, 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 DATE SHOWN BELOW.

* * * * *



Michael Ratchford

Michael Ratchford, Secretary of State

AUTHENTICATION: *3714760

DATE: 12/22/1992

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