



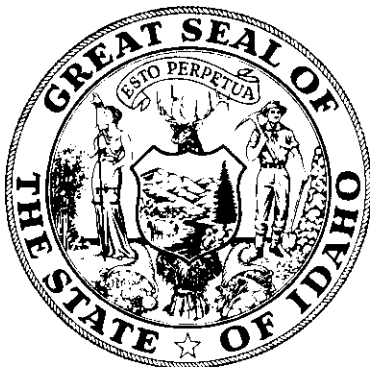
CERTIFICATE OF AUTHORITY
OF

JOHNSTOWN AMERICAN COMPANIES OF UTAH, INC.

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

Dated June 19, 1984



SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

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 Johnstown American Companies of Utah, Inc.
2. *The name which it shall use in Idaho is Johnstown American Companies of
Utah, Inc.
3. It is incorporated under the laws of Georgia
4. The date of its incorporation is April 27, 1984 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
Ste. 200, 5775-A Peachtree Dunwoody Road, Atlanta, GA 30342
6. The address to which correspondence should be addressed, if different from that in item 5 _____
7. The street address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed
registered agent in Idaho at that address is C T CORPORATION SYSTEM
8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
management, leasing, brokerage and syndication of real property
9. The names and respective addresses of its directors and officers are:

Name	Office	Address
See Exhibit "A"		
10. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:		
Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
10,000	Common	\$1.00

(continued on reverse)

11. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

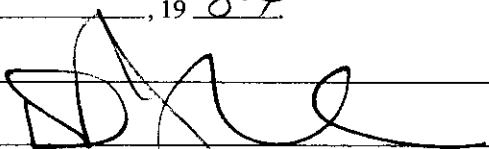
Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
500	Common	\$1.00

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

13. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

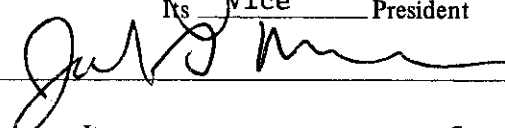
Dated May 21, 19 84

By



Its Vice President

and

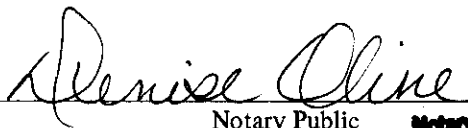


Its _____ Secretary

STATE OF GEORGIA)
COUNTY OF FULTON) ss:

I, Denise Olive, a notary public, do hereby certify that on this 21st day of May, 19 84, personally appeared before me David V. John, who being by me first duly sworn, declared that he is the Vice President of Johnstown American Companies of Utah, Inc.

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



Notary Public

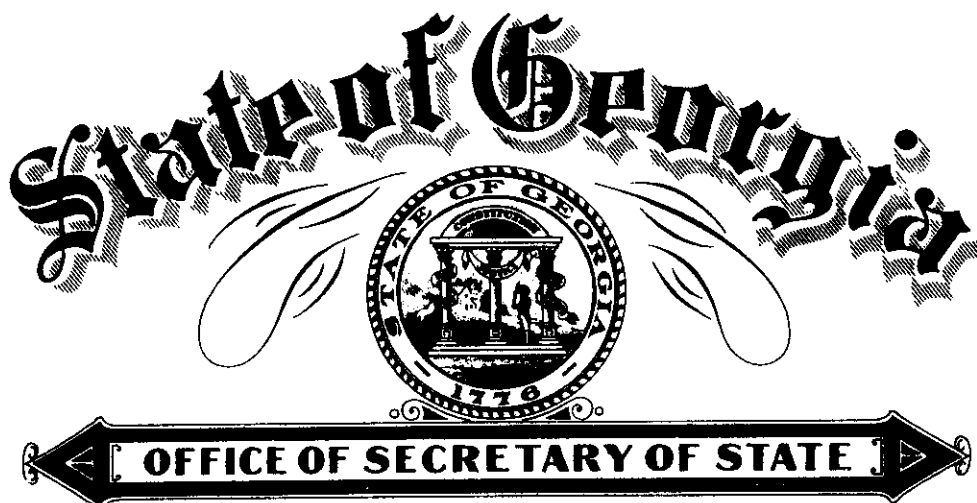
Notary Public, Georgia, State at Large
My Commission Expires Aug. 24, 1986

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

EXHIBIT "A"

JOHNSTOWN AMERICAN COMPANIES OF UTAH, INC.

<u>Officers and Directors</u>	<u>Office</u>	<u>Addresses</u>
John Lie-Nielsen	Chairman of the Board/Director	Suite 200 5775-A Peachtree Dunwoody Road Atlanta, Georgia 30342
Milton Peterson	President	Suite 170 1245 Brickyard Road Salt Lake City, Utah 84100
David V. John	Vice President/ Assistant Secretary	Suite 200 5775-A Peachtree Dunwoody Road Atlanta, Georgia 30342
Terry L. Stinson	Vice President/ Assistant Secretary	Suite 200 5775-A Peachtree Dunwoody Road Atlanta, Georgia 30342
John G. Morris	Secretary	Suite 2100 230 Peachtree Street Atlanta, Georgia 30303
E. Gay Anderson	Treasurer	Suite 200 5775-A Peachtree Dunwoody Road Atlanta, Georgia 30342
Gary Sledge	Assistant Treasurer	Suite 200 5775-A Peachtree Dunwoody Road Atlanta, Georgia 30342



I, Max Cleland, Secretary of State of the State of Georgia, do hereby certify that the six pages of photographed matter hereto attached is a true and correct copy of the Articles of Incorporation and Certificate of Incorporation for

"JOHNSTOWN AMERICAN COMPANIES OF UTAH, INC."

a corporation created under the laws of the State of Georgia, as same appears of file and record in the Office of Secretary of State.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of my office, at the Capitol, in the City of Atlanta, this 7th day of June in the year of our Lord One Thousand Nine Hundred and Eighty Four and of the Independence of the United States of America the Two Hundred and Eight.

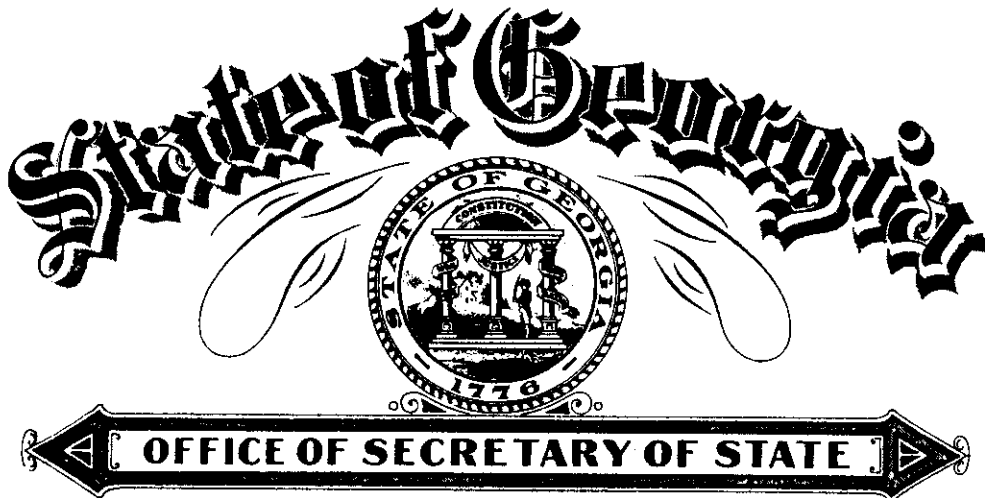
Max Cleland

SECRETARY OF STATE, EX-OFFICIO CORPORATION
COMMISSIONER OF THE STATE OF GEORGIA



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DUPLICATE



I, Max Cleland, Secretary of State of the State of Georgia, do hereby certify that

"JOHNSTOWN AMERICAN COMPANIES OF UTAH, INC."

has been duly incorporated under the laws of the State of Georgia on the **27th** day of **April**, 19 **84**, by the filing of articles of incorporation in the office of the Secretary of State and the fees therefor paid, as provided by law, and that attached hereto is a true copy of said articles of incorporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of my office, at the Capitol, in the City of Atlanta, this **27th** day of **April** in the year of our Lord One Thousand Nine Hundred and Eighty **Four** and of the Independence of the United States of America the Two Hundred and **Eight.**

Max Cleland

SECRETARY OF STATE, EX-OFFICIO CORPORATION
COMMISSIONER OF THE STATE OF GEORGIA

ARTICLES OF INCORPORATION

I.

The name of the corporation is:

JOHNSTOWN AMERICAN COMPANIES OF UTAH, INC.

II.

The Corporation is organized pursuant to the provisions of the Georgia Business Corporation Code, as amended.

III.

The Corporation shall have perpetual duration.

IV.

The Corporation is organized for the following purposes: to engage in the management, leasing, brokerage and syndication of real property, and to engage in any and all lawful businesses not specifically prohibited to corporations for profit under the laws of the State of Georgia; and

To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of the Corporation.

IN FURTHERANCE OF AND NOT IN LIMITATION of the general powers conferred by the laws of the State of Georgia and the objects and purposes herein set forth, it is expressly provided that to such extent as a corporation organized under the Georgia Business Corporation Code, as amended, may now or hereafter lawfully do, the Corporation shall have the power to do, either as principal or agent and either alone or in connection with other corporations, firms or individuals, all and everything necessary, suitable, convenient or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment

of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of the Corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights and privileges which a corporation may now or hereafter be authorized to do or to exercise under the Georgia Business Corporation Code, as amended, or under any act amendatory thereof, supplemental thereto or substituted therefor.

The foregoing provisions of this Article IV shall be construed both as purposes and powers and each as an independent purpose and power. The foregoing enumeration of specific purposes and powers herein specified shall, except when otherwise provided in this Article IV, be in no wise limited or restricted by reference to, or inference from the terms of any provision of this or any other Article of these Articles of Incorporation.

V.

The Corporation shall have authority to issue not more than 10,000 shares of common stock of \$1.00 par value per share.

The Corporation may purchase its own shares of capital stock out of unreserved and unrestricted earned surplus and capital surplus available therefor and as otherwise provided by law.

The Board of Directors may from time to time distribute to shareholders out of capital surplus of the Corporation a portion of its assets, in cash or in property.

VI.

None of the holders of any stock of the Corporation of any kind, class or series now or hereafter authorized shall have preemptive rights with respect to any shares of capital

stock of the Corporation of any kind, class or series now or hereafter authorized.

VII.

The initial registered office of the Corporation shall be at Suite 2100, 230 Peachtree Street, Atlanta, Fulton County, Georgia 30303. The initial registered agent of the Corporation shall be John G. Morris.

VIII.

The initial Board of Directors shall consist of one member who shall be as follows:

John Lie-Nielsen
Suite 200
5775-A Peachtree Dunwoody Road
Atlanta, Georgia 30342

IX.

The name and address of the incorporator is:

Charles R. Beaudrot, Jr.
Suite 2100
230 Peachtree Street
Atlanta, Georgia 30303

X.

The Corporation shall not commence business until it shall have received not less than \$500 in payment for the issuance of shares of stock.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation.


Incorporator

CONSENT TO APPOINTMENT AS REGISTERED AGENT

TO: Max Cleland
Secretary of State
Ex-Officio Corporation Commissioner
State of Georgia

I, John G. Morris, hereby consent to serve as
registered agent for JOHNSTOWN AMERICAN COMPANIES OF UTAH,
INC.

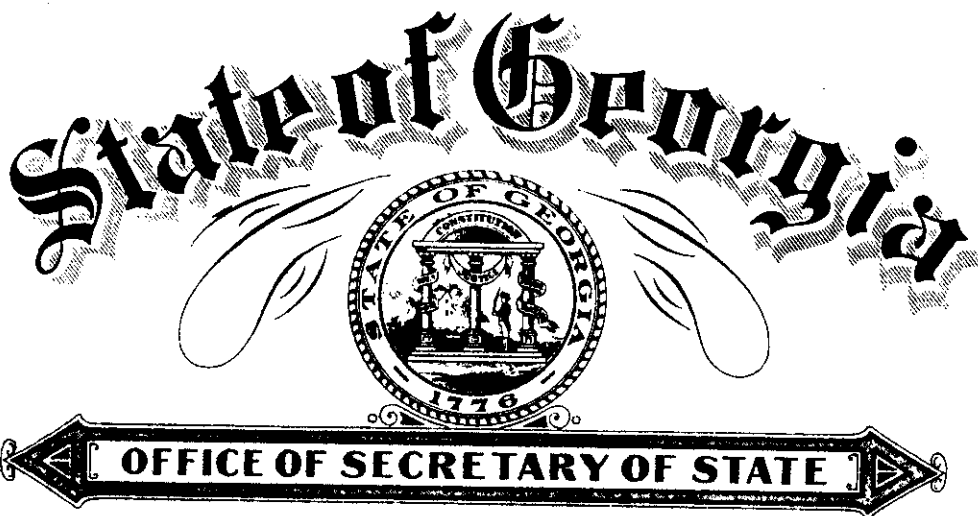
DATED April 25, 1984.



JOHN G. MORRIS

Address of Registered Agent:

Suite 2100
230 Peachtree Street
Atlanta, Georgia 30303



I, Max Cleland, Secretary of State of the State of Georgia, do hereby certify that

based on a diligent search of the records on file in this office, I find that the name of the following proposed domestic corporation to wit

"JOHNSTOWN AMERICAN COMPANIES OF UTAH, INC."

is not identical with or confusingly similar to the name of any other existing domestic or domesticated or foreign corporation registered in the records on file in this office or to the name of any other proposed domestic or domesticated, or foreign corporation as shown by a certificate of the Secretary of State heretofore issued and presently effective.

This certificate is in full force and effective for a period of 4 calendar months from date of issuance. After such period of time, this certificate is void.



In TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of my office, at the Capitol, in the City of Atlanta, this 27th day of April, in the year of our Lord One Thousand Nine Hundred and Eighty Four and of the Independence of the United States of America the Two Hundred and Eight

Max Cleland

SECRETARY OF STATE, EX-OFFICIO CORPORATION
COMMISSIONER OF THE STATE OF GEORGIA