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State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF

COMPASS MANAGEMENT AND LEASING, INC.

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

Dated: March 2, 1992



Pete T. Cenarrusa

SECRETARY OF STATE

By

Angie Hoken

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:

1. The name of the corporation is Compass Management and Leasing, Inc.

2. The name which it shall use in Idaho is Compass Management and Leasing, Inc.

(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 December 20, 1991 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 Prentice Hall Corporation System, Inc.
32 Lockerman Square, Suite L-100, Dover, DE 19901

6. The address to which correspondence should be addressed, if different from that in item 5. 3414 Peachtree Road, N.E., Suite 852
Atlanta, Georgia 30326-1162

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:
see attached rider

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

Name	Office	Address
<u>see attached rider</u>		

(continued on reverse)

Name

Office

Address

see attached rider

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: February 12, 1992

Compass Management and Leasing, Inc.

(Corporation Name)

By

Its President / Vice President (please specify)

Peter D. Devers

and

Its Secretary / Assistant Secretary (please specify)

Frank D. Papalia

STATE OF New York)

COUNTY OF New York) ss:

I, Charles Skop, a notary public, do hereby certify that on this 12th day of February, 19 92, personally appeared before me Peter D. Devers, who being by me first duly sworn, declared that he is the Vice President of Compass Management and Leasing, Inc.

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

CHARLES SKOP
Notary Public, State of New York
No. 30-4786093
Qualified in Nassau County 93
Commission Expires May 31, 19

Charles Skop
Notary Public

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COMPASS MANAGEMENT AND LEASING, INC.

OFFICERS

<u>Name</u>	<u>Title</u>	<u>Business Address</u>	<u>Home Address</u>	<u>Date of Taking Office</u>
Gary R. Sligar	President & Chief Executive Officer	3414 Peachtree Rd., N.E. Atlanta, GA. 30326	3233 Andrews Court Atlanta, GA. 30305	1/7/92
Angelo J. Verde	Senior Vice President & Chief Financial Officer	3414 Peachtree Rd., N.E. Atlanta, GA 30326	7500 Roswell Rd. Apt. #15 Dunwoody, GA. 30350	"
Bruce W. Ficke	Senior Vice President - Nat'l Leasing Coordinator	3414 Peachtree Rd., N.E. Atlanta, GA 30326	6115 Rivershore Parkway, N.W. Atlanta, GA 30328	"
S. Kenan Manson	Senior Vice President - National Operations	3414 Peachtree Rd., N.E. Atlanta, GA 30326	4615 Woodland Brook Atlanta, GA. 30339	"
James F. Mann	Senior Vice President - Development	3414 Peachtree Rd., N.E. Atlanta, GA 30326	7680 Blandford Place Dunwoody, GA. 30350	"
Peter D. Devers	Vice President & Assistant Secretary	787 Seventh Ave. New York, NY 10019	17 Stuyvesant Oval New York, NY 10009	"
Frank D. Papalia	Vice President & Assistant Secretary	787 Seventh Ave. New York, NY 10019	22 Prescott Ave. White Plains, NY 10606	"
Douglas L. Brown	Secretary	3414 Peachtree Rd. Atlanta, GA. 30326	4309 Creek Brook Dr. Norcross, GA. 30092	"

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COMPASS MANAGEMENT AND LEASING, INC.

Directors

<u>Name</u>	<u>Business Address</u>	<u>Home Address</u>	<u>Date of Taking Office</u>
Douglas A. Tibbetts	3414 Peachtree Rd., N.E. Atlanta, GA 30326	3671 Northside Dr. N.W. Atlanta, GA. 30305	12/20/91
Peter F. Arata	3414 Peachtree Rd., N.E. Atlanta, GA. 30326	14855 East Bluff Road Alpharetta, GA 30201	"
Gary R. Sligar	3414 Peachtree Rd., N.E. Atlanta, GA. 30326	3233 Andrews Court Atlanta, GA. 30305	"

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Compass Management and Leasing, Inc.

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(a) To organize, promote, conduct, engage in and carry on the general business of a real estate agency, and as principal, agent or broker, on commission or otherwise, to buy, sell, exchange, lease, grant or take licenses in respect of, and improve, develop, divide, repair, manage, maintain and operate, real property of every kind, including, without limitation, lands, multiple dwelling structures, houses, offices, stores and buildings and every kind of interest therein; to construct, improve and repair buildings; to advance loans secured by mortgages or other liens on real estate; to act as loan broker; and to do everything proper and conducive to the successful conduct of a real estate agency and brokerage business; and

(b) to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

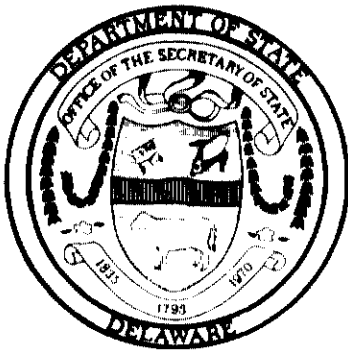


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SEC. OF STATE
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Office of Secretary of State

I, MICHAEL RATCHFORD, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY COMPASS MANAGEMENT AND LEASING, 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.

* * * * *



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Michael Ratchford

Michael Ratchford, Secretary of State

AUTHENTICATION: *3354933

DATE: 02/21/1992