

UNIVERSITY EAST BUSINESS PARK ASSOCIATION, INC.

**WRITTEN CONSENT OF THE BOARD OF DIRECTORS
TO ACTION WITHOUT A MEETING**

The undersigned, being all of the members of the Board of Directors of University East Business Park Association, Inc., a North Carolina corporation (the "Corporation"), do hereby waive any and all requirements for the holding of a meeting of the Board of Directors and, pursuant to Section 55-8-21 of the North Carolina Business Corporation Act, do hereby unanimously take the following actions and adopt the following resolutions by signing their written consent hereto:

1. Removal of Officers

RESOLVED, that all of the officers of the Corporation be, and they hereby are, removed from their respective office(s) of the Corporation, effective immediately.

2. Appointment of Officers

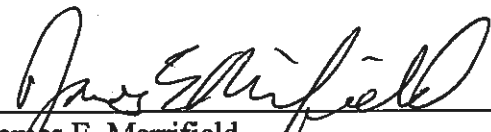
RESOLVED, that the following persons be, and they hereby are, appointed to the office(s) set forth opposite their respective names below, each to serve, subject to the Bylaws of the Corporation, until their respective successors are duly elected and qualified:

<u>Name</u>	<u>Office(s)</u>
James E. Merrifield	President
Edward F. Long	Vice President and Secretary
Ian H. Bruce	Vice President
Michael A. Joyner	Vice President
Susan K. Irvin	Vice President and Assistant Secretary
Jon Jarrett	Treasurer
Melanie Mastalski	Assistant Secretary
Laura Swartz	Assistant Secretary
Debra Vehr	Assistant Secretary
Frances M. Ciotti	Assistant Secretary

And the undersigned hereby consent that the actions set forth in the foregoing resolutions shall have the same force and effect as if taken at a duly constituted meeting of the Board of Directors of the Corporation, effective as of the date hereof, and direct that this document be filed with the minutes of the Corporation as part of the permanent records of the Corporation.

IN WITNESS WHEREOF, this document is dated and effective as of the ____ day of _____, 2000.

DIRECTORS:



James E. Merrifield



Ian H. Bruce



Michael A. Joyner

WRITTEN CONSENT OF ALL THE DIRECTORS OF
UNIVERSITY EAST BUSINESS PARK ASSOCIATION, INC.

TO ACTION WITHOUT MEETING


Pursuant to the provisions of G.S. Sections 55-8-21(a) of the North Carolina Business Corporation Act, the undersigned, being all the Directors of University East Business Park Association, Inc., a North Carolina business corporation, do hereby adopt the following resolutions by signing their written consent thereto:

APPOINTMENT OF OFFICERS

RESOLVED, that the following persons be, and they hereby are, appointed as Officers of the corporation to serve in the capacities indicated until their successors shall have been duly appointed and qualified:

James E. Merrifield	President
Charles E. Teal	Vice President and Secretary
Ian H. Bruce	Vice President
Michael A. Joyner	Vice President
Susan K. Irvin	Vice President and Assistant Secretary
Jon Jarrett	Treasurer
Melanie Mastalski	Assistant Secretary
Frances M. Ciotti	Assistant Secretary
Laura Swartz	Assistant Secretary
Debra Vehr	Assistant Secretary

This action is effective as of the 3rd day of May, 2000, and shall be filed with the Secretary of the corporation as a part of the corporate records and minutes of the proceedings of its Shareholders and Directors.



James E. Merrifield, Director



Ian H. Bruce, Director



Michael A. Joyner, Director

WRITTEN CONSENT OF ALL THE DIRECTORS OF
UNIVERSITY EAST BUSINESS PARK ASSOCIATION, INC.

TO ACTION WITHOUT MEETING

January 29, 1999

Pursuant to the provisions of G.S. Sections 55-8-21(a) of the North Carolina Business Corporation Act, the undersigned, being all the Directors of University East Business Park Association, Inc., a North Carolina business corporation, do hereby adopt the following resolutions by signing their written consent thereto:

ACCEPTANCE OF RESIGNATION

RESOLVED, that the resignation of Janel Krebs as Assistant Secretary of the corporation be, and hereby is, accepted effective January 29, 1999.

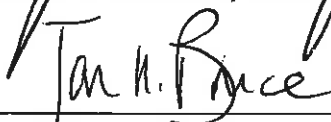
APPOINTMENT OF ASSISTANT SECRETARY

RESOLVED, that Debra Vehr and Laura Swartz each is appointed to serve as Assistant Secretary of the corporation until her successor is duly appointed.

This action is effective as of the 29th day of January, 1999, and shall be filed with the Secretary of the corporation as a part of the corporate records and minutes of the proceedings of its Shareholders and Directors.



James E. Merrifield, Director



Ian H. Bruce, Director



Michael A. Joyner, Director

**WRITTEN CONSENT OF ALL THE DIRECTORS OF
UNIVERSITY EAST BUSINESS PARK ASSOCIATION, INC.**

TO ACTION WITHOUT MEETING

(In Lieu of Annual Meeting)

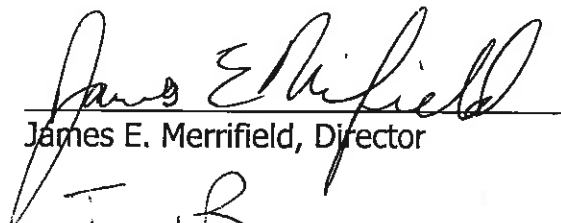
Pursuant to the provisions of G.S. Sections 55-8-21(a) of the North Carolina Business Corporation Act, the undersigned, being all the Directors of University East Business Park Association Inc., a North Carolina business corporation, do hereby adopt the following resolutions by signing their written consent thereto:

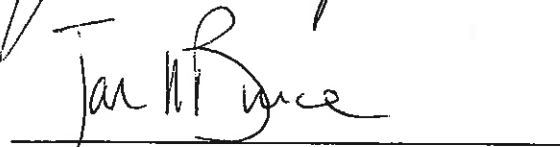
APPOINTMENT OF OFFICERS

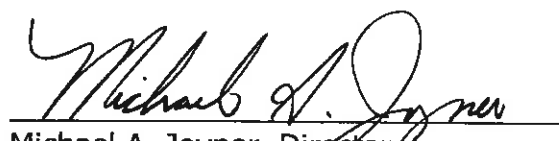
RESOLVED, that the following persons be, and they hereby are, appointed as Officers of the corporation to serve in the capacities indicated until their successors shall have been duly appointed and qualified:

James E. Merrifield	President
Charles E. Teal	Vice President
Ian H. Bruce	Vice President and Secretary
Michael A. Joyner	Vice President
Susan K. Irvin	Vice President and Assistant Secretary
Jon Jarrett	Treasurer
Janel Krebs	Assistant Secretary
Melanie Mastalski	Assistant Secretary

This action is effective as of the 2nd day of November, 1998 and shall be filed with the Secretary of the corporation as a part of the corporate records and minutes of the proceedings of its Shareholders and Directors.


James E. Merrifield, Director


Ian H. Bruce, Director


Michael A. Joyner, Director

**WRITTEN CONSENT OF ALL THE DIRECTORS OF
UNIVERSITY EAST BUSINESS PARK ASSOCIATION, INC.**

TO ACTION WITHOUT MEETING

(In Lieu of Annual Meeting)

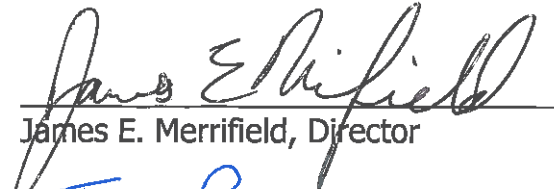
Pursuant to the provisions of G.S. Sections 55-8-21(a) of the North Carolina Business Corporation Act, the undersigned, being all the Directors of University East Business Park Association Inc., a North Carolina business corporation, do hereby adopt the following resolutions by signing their written consent thereto:


APPOINTMENT OF OFFICERS

RESOLVED, that the following persons be, and they hereby are, appointed as Officers of the corporation to serve in the capacities indicated until their successors shall have been duly appointed and qualified:

James E. Merrifield	President
Charles E. Teal	Vice President
Ian H. Bruce	Vice President and Secretary
Michael A. Joyner	Vice President
Susan K. Irvin	Vice President and Assistant Secretary
Jon Jarrett	Treasurer
Janel Krebs	Assistant Secretary
Melanie Mastalski	Assistant Secretary

This action is effective as of the 2nd day of November, 1998 and shall be filed with the Secretary of the corporation as a part of the corporate records and minutes of the proceedings of its Shareholders and Directors.


James E. Merrifield, Director


Ian H. Bruce, Director


Michael A. Joyner, Director

WRITTEN CONSENT OF ALL THE DIRECTORS OF
POPLAR POINT BUSINESS PARK ASSOCIATION, INC.

TO ACTION WITHOUT MEETING

(In Lieu of Annual Meeting)

Pursuant to the provisions of G.S. Sections 55-8-21(a) of the North Carolina Business Corporation Act, the undersigned, being all the Directors of Poplar Point Business Park Association, Inc., a North Carolina business corporation, do hereby adopt the following resolutions by signing their written consent thereto:


APPOINTMENT OF OFFICERS

RESOLVED, that the following persons be, and they hereby are, appointed as Officers of the corporation to serve in the capacities indicated until their successors shall have been duly appointed and qualified:

James E. Merrifield	President
Charles E. Teal	Vice President and Secretary
Ian H. Bruce	Vice President
Michael A. Joyner	Vice President
Susan K. Irvin	Vice President and Assistant Secretary
Jon Jarrett	Treasurer
Janel Krebs	Assistant Secretary
Melanie Mastalski	Assistant Secretary

This action is effective as of the 20th day of August, 1998, and shall be filed with the Secretary of the corporation as a part of the corporate records and minutes of the proceedings of its Shareholders and Directors.

James E. Merrifield, Director



Ian H. Bruce, Director

Michael A. Joyner, Director