

A980000001300



THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 822370 6099A
AUTHORIZATION :
COST LIMIT : \$ PREPAID

ORDER DATE : May 18, 1998

ORDER TIME : 1:49 PM

ORDER NO. : 822370-025

CUSTOMER NO: 6099A

CUSTOMER: Ms. Laraine C. Charbonneau
MOYLE FLANIGAN KATZ FITZGERALD
& SHEEHAN
625 N. flagler Drive, 9th Floor
P.O. Box 3888
West Palm Beach, FL 33401

600002535706--6
-05/27/98--01002--001
***1807.50 ***1461.25

600002535706--6
-05/27/98--01002--003
***225.00 ***225.00

600002535706--6
-05/27/98--01002--004
***160.00 ***160.00

DOMESTIC FILING

NAME: RIALTO, LTD.

LP - 1,785.00
CERT 61.25

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

Name	
Availability	MAH
Document Examiner	MAH
Updater	MAH
Updater Verifier	MAH
Acknowledgement	MAH
W. P. Verifier	MAH

File

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 25 PM 2:39
98 MAY 27 PM 4:15

A98-1300

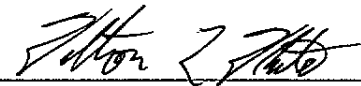
**CERTIFICATE OF LIMITED PARTNERSHIP
OF RIALTO, LTD.**

1. The name of the Partnership is Rialto, Ltd.
2. The address of the Partnership's office is c/o Wilton L. White, Esquire, 625 North Flagler Drive, 9th Floor, West Palm Beach, Florida 33401.
3. The name and address of the agent for service of process is Wilton L. White, Esquire, Moyle, Flanigan, Katz, Kolins, Raymond & Sheehan, P.A., 625 N. Flagler Drive, 9th Floor, West Palm Beach, Florida 33401.
4. The name and business address of the General Partner is: Rialto General Partner, L.C. 8227 Old Courthouse Road, Suite 100, Vienna, Virginia 22182.
5. A mailing address for the Limited Partnership is 8227 Old Courthouse Road, Suite 100, Vienna, Virginia 22182.
6. The latest date upon which the Limited Partnership is to dissolve is December 31, 2028.

This Certificate of the Limited Partnership of Rialto, Ltd., has been executed on the 22nd day of May, 1998. By such execution, the General Partner whose signature is set forth below hereby affirms, under penalties of perjury, that the facts stated herein are true.

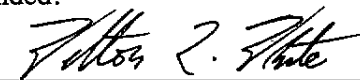
GENERAL PARTNER:

RIALTO GENERAL PARTNER, L.C.
a Florida limited liability company
By: ARCGP Limited Partnership,
a Maryland limited partnership

By: 

Title: Authorized Representative

The undersigned hereby accepts appointment as Registered Agent of the Rialto, Ltd., pursuant to the terms of Section 620.192, Florida Statutes, as amended.


WILTON L. WHITE, ESQUIRE

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DIVISION OF CORPORATIONS
22 MAY 27 PM 4:15

AFFIDAVIT

The undersigned, as General Partner of Rialto, Ltd., pursuant to Section 620.108, Florida Statutes, hereby attests to the following:

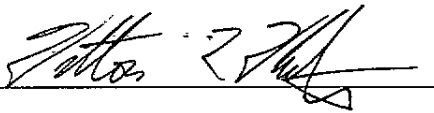
1. The Capital Contribution of the Limited Partner of Rialto, Ltd., is Ten Million Dollars (\$10,000,000.00).
2. No additional Capital Contributions are anticipated to be contributed by the Limited Partners of Rialto, Ltd.

By such execution, the General Partner whose signature is set forth below, hereby affirms, under the penalties of perjury that the facts stated herein are true.

Dated this 22nd day of May, 1998.

GENERAL PARTNER:

RIALTO GENERAL PARTNER, L.C.
a Florida limited liability company
By: ARCGP Limited Partnership,
a Maryland limited partnership

By: 

Title: Authorized Representative

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