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ACCOUNT NO. : 072100000032

REFERENCE : 281433 4320946

AUTHORIZATION :

Patricia Puyatt

COST LIMIT : \$ 285.00

ORDER DATE : June 21, 1999

ORDER TIME : 10:37 AM

ORDER NO. : 281433-010

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CUSTOMER NO: 4320946

CUSTOMER: Ms. Shawn Alexander
Tucker Flyer
1615 L Street, N.W.
Suite #400
Washington, DC 200365601

FOREIGN FILINGS

NAME: ESIC PROPERTIES, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

Name	<i>6/22/99</i>	CERTIFIED COPY
Availability	<i>XX</i>	PLAIN STAMPED COPY
Document		CERTIFICATE OF GOOD STANDING
Examiner		DCC
Indater	<i>DCC</i>	CONTACT PERSON: Angie Glisar
er		DCC
edgement		DCC
Verifyer		DCC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JUN 22 PM 2:30

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TALLAHASSEE, FLORIDA

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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. ESIC Properties, LLC
 (Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)

2. Delaware 3. 52-2113460
 (Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 8/4/98 5. Perpetual
 (Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. Upon filing
 (Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. c/o Enterprise Social Investment Corporation, 10227 Wincopin Circle, Suite 800,
Columbia, Maryland 21044
 (Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>Enterprise Social</u>			
<u>Investment Corporation</u>	<u>MGRM</u>		
<u>10227 Wincopin Circle</u>			
<u>Suite 800</u>			
<u>Columbia, MD 21044</u>			
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

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 TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

The member or authorized representative of a member of _____
ESIC Properties, LLC certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$ 75,000 ;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0 ;
(A description of the property is attached and made a part hereto.)
and
- 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$ 75,000 ;
(This total includes amounts from 2 and 3 above.)

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ENTERPRISE SOCIAL INVESTMENT CORPORATION, a Delaware corporation
Member

By: Barbara J. Sonberg, Sr. Vice President, A.M.
Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Name/Title: Barbara J. Sonberg, Senior Vice President, Asset Management
Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

ESIC Properties, LLC

2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company

(Name)

1201 Hays Street

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee, FL 32301

City/State/Zip

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TALLAHASSEE, FLORIDA

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Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By: Nicholas Y. Haele

(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ESIC PROPERTIES, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE ELEVENTH DAY OF JUNE, A.D. 1999.

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TALLAHASSEE, FLORIDA



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Edward J. Freel, Secretary of State

AUTHENTICATION: 9800881

DATE: 06-11-99