

L990000007512

Clark Enterprises, Inc.

November 4, 1999

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

500003036625-1
-11/05/99--01070--0008
****150.00 ****150.00

**Re: 14261 Associates LLC: Conversion of a Domestic Limited Partnership
(14261 Associates Limited Partnership) into a Domestic Limited Liability
Company**

Dear Sir or Madam:

Enclosed for filing with your office are the following original documents with respect to the above-referenced matter:

1. Certificate of Conversion to a Florida Limited Liability Company for 14261 Associates Limited Partnership;
2. Articles of Organization for a Florida Limited Liability Company (for 14261 Associates LLC);
3. Acceptance of Appointment of Registered Agent (for 14261 Associates LLC and
4. A check in the total amount of \$150.00 (\$25.00 filing fee for the Certificate of Conversion, \$100.00 filing fee for the Articles of Organization and \$25 filing fee for the Acceptance of Appointment of Registered Agent).

Please return evidence of the filings and a date-stamped copy of the recorded Certificate of Conversion and the Articles of Organization to my attention at your earliest convenience.

Please feel free to call me at (301) 657-7151 if you have any questions. Thank you.

Sincerely,

Colleen M. Darling

Colleen M. Darling
Legal Assistant

Enclosures

cc: Rebecca L. Owen
Terri D. Klatzkin

**CERTIFICATE OF CONVERSION
TO A
FLORIDA LIMITED LIABILITY COMPANY**

This Certificate of Conversion to a limited liability company is being submitted for filing by the Florida Department of State in accordance with Sections 608.408, 608.4081 and 608.439 of the Florida Statutes.

1. CONVERTED ENTITY NAME: Immediately prior to the conversion effected by this certificate, the name of the entity being converted (the "**Converted Entity**") to a Florida limited liability company is:

14261 ASSOCIATES LIMITED PARTNERSHIP

(Federal Employer Identification Number: 59-2496378)

A99-1547

2. JURISDICTION AND DATE OF FORMATION: The Converted Entity is a limited partnership first formed under the laws of the State of Florida on September 4, 1984 under document number A17788. The Converted Entity's first Certificate of Limited Partnership was inadvertently canceled on August 27, 1999 through a ministerial error as more particularly described in Converted Entity's second Certificate of Limited Partnership filed with the Florida Department of State on September 23, 1999 under document number A99000001547. The partnership business of the Converted Entity has been continuous from the original date of formation on September 4, 1984.

3. NAME OF LIMITED LIABILITY COMPANY: As provided in Section 608.439 of the Florida Statutes, the Converted Entity is being converted hereby into a Florida limited liability company (the "**LLC**") having the following name as set forth in its Articles of Organization being filed herewith:

14261 ASSOCIATES LLC

(Federal Employer Identification Number: 59-2496378)

4. EFFECTIVE DATE: The conversion of the Converted Entity into the LLC shall be effective immediately upon the filing of this certificate and the said Articles of Organization with the Florida Department of State.
5. COMMENCEMENT OF EXISTENCE: Upon the effective date of this conversion, the Converted Entity shall be converted into the LLC and the LLC shall thereafter be subject to all of the provisions of the Florida Limited Liability Company Act, except that the existence of the LLC shall be deemed to have commenced on the date that the Converted Entity commenced its existence in the jurisdiction in which the Converted Entity was first originally formed (September 4, 1984).

6. APPROVAL BY CONVERTED ENTITY: The conversion effected by this certificate, as well as the Articles of Organization or operating agreement of the LLC, have been approved by the Converted Entity in the manner provided by the partnership agreement of the Converted Entity governing the internal affairs of the Converted Entity and the conduct of its business, or by applicable law, as appropriate.
7. EXECUTION: This certificate is executed by both the Converted Entity and by a member of the LLC or the Authorized Representative of a member of the LLC identified in its Articles of Organization or its operating agreement.

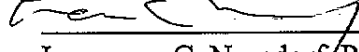
Under penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed on Nov. 4, 1999

CONVERTED ENTITY

14261 ASSOCIATES LIMITED PARTNERSHIP
a Florida limited partnership

By: CEI REALTY, INC., its sole General
Partner

By: 
Lawrence C. Nussdorf, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY

14261 ASSOCIATES LLC, a Florida limited
liability company

By: CEI REALTY, INC., its Manager and
Authorized Representative

By: 
Lawrence C. Nussdorf, President

**ARTICLES OF ORGANIZATION
FOR
A FLORIDA LIMITED LIABILITY COMPANY**

These Articles of Organization for a Florida limited liability company are being submitted for filing by the Florida Department of State in accordance with Sections 608.407, 608.408, 608.4081 and 608.439 of the Florida Statutes.

ARTICLE I - Name

The name of the limited liability company is **14261 ASSOCIATES LLC** (hereinafter called the "**Company**").

ARTICLE II - Address

The mailing address and the street address of the principal office of the Company is:

7500 Old Georgetown Road, 15th Floor
Bethesda, Maryland 20814
Attention: Lawrence Nussdorf

ARTICLE III - Registered Agent

The name and street address of the Company's initial registered agent for service of process in the State of Florida is:

CT CORPORATION SYSTEM
c/o CT Corporation System
1200 South Pine Island Road
Plantation, Florida 33324

ARTICLE IV - Management

A. The Company shall be manager-managed by one or more Manager(s) (who may or may not be Members of the Company) appointed from time to time by a majority in interest of the Members of the Company. No Member of the Company, in his or its capacity as a member, shall have the right to manage the business and affairs of the Company, nor have any power or authority to act for or on behalf of the Company in any respect whatsoever. Any of the Managers may from time to time, pursuant to written authorization, delegate authority to certain employees, representatives or agents, and the power and authority of any such designees shall be limited to that specified and approved in writing by the appointing Manager.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. The Members of the Company holding a majority of the membership interests of the Company have designated the following as the Company's initial Manager:

CEI REALTY, INC.

ARTICLE VII - Conversion

These Articles of Organization are being filed as required by Section 608.439 of the Florida Statutes in connection with the conversion of the following other entity into the Company:

14261 ASSOCIATES LIMITED PARTNERSHIP
a Florida limited partnership
first formed on September 4, 1984
(Federal Employer Identification Number: 59-2496378)

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TALLAHASSEE, FLORIDA

ARTICLE VIII - Effective Date; Existence

These Articles of Organization shall be effective immediately upon filing with the Florida Department of State of these Articles and the Certificate of Conversion required by Section 608.439, but the existence of the Company shall be deemed to have commenced on the date that said other entity commenced its original existence in Florida, the jurisdiction in which the other entity was first created, formed, incorporated, or otherwise came into being.

IN WITNESS WHEREOF, the undersigned, being the Manager and Authorized Representative of a Member of the Company named in these Articles of Organization of the Company, for the purpose of forming a limited liability company pursuant to the Florida Limited Liability Company Act has signed these Articles of Organization this 4th day of November, 1999.

Under penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

14261 ASSOCIATES LLC

By: CEI REALTY, INC., its Manager and
Authorized Representative

By: 
Lawrence C. Nussdorf, President

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of 14261 ASSOCIATES LLC, hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Chapter 608 of the Florida Statutes, the Florida Limited Liability Company Act.

Dated: November 7, 1999

CT CORPORATION SYSTEM, Registered Agent

By: 

Name & Title: Charles F. Shampang
Assistant Secretary

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA