

FO0000004079



ACCOUNT NO. : 072100000032

REFERENCE : 769887 7134878

AUTHORIZATION :

Patricia Pysit

COST LIMIT : \$ 96.25

ORDER DATE : July 19, 2000

ORDER TIME : 10:55 AM

ORDER NO. : 769887-005

400003329584--7

CUSTOMER NO: 7134878

CUSTOMER: Laurie F. Malasky, Legal Asst
Piper Marbury Rudnick & Wolfe
1201 New York Av.,nw Penthouse

Washington, DC 20005-3916

FOREIGN FILINGS

NAME: CAPREIT OF LIVINGSTON, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX (2) CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

FILED
00 JUL 20 PM 2:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 JUL 20 PM 12:13
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FOO-4079
BA 7/20

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. CAPREIT of Livingston, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Maryland 3. applied for
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. July 13, 2000 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon filing
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 11200 Rockville Pike, Suite 100
Rockville, Maryland 20852
(Current mailing address)
8. To act as general partner of limited partnership
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
- Name: Corporation Service Company
- Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(Zip code)

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10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: See attachment

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: See attachment

Address: _____

Vice President: _____

Address: _____

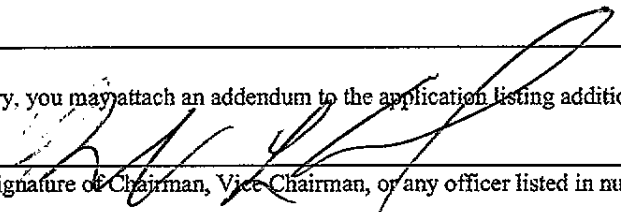
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Richard L. Kadish, President
(Typed or printed name and capacity of person signing application)

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EXHIBIT A
to Application By Foreign Corporation For Authorization to Transact Business in Florida
for CAPREIT of Livingston, Inc.

DIRECTORS

Richard L. Kadish	11200 Rockville Pike, Suite 100 Rockville, Maryland 20852
Bruce A. Esposito	11200 Rockville Pike, Suite 100 Rockville, Maryland 20852

OFFICERS

Richard L. Kadish, Pres./Chief Executive Officer	11200 Rockville Pike, Suite 100 Rockville, Maryland 20852
Bruce A. Esposito, Senior Vice President/Chief Financial Officer/Treasurer	11200 Rockville Pike, Suite 100 Rockville, Maryland 20852
Jeffrey A. Goldshine, Senior Vice President/ Secretary	11200 Rockville Pike, Suite 100 Rockville, Maryland 20852
Ernest L. Heymann, Senior Vice President/ Secretary	11200 Rockville Pike, Suite 100 Rockville, Maryland 20852
Eugene H. Goodsell, Vice President/ Controller	11200 Rockville Pike, Suite 100 Rockville, Maryland 20852
Rick J. Band, Vice President	11200 Rockville Pike, Suite 100 Rockville, Maryland 20852
Sandra L. Becker, Vice President	11200 Rockville Pike, Suite 100 Rockville, Maryland 20852
David R. Schattenberg, Vice President	11200 Rockville Pike, Suite 100 Rockville, Maryland 20852
Charles W. Stanton, Assistant Vice President	11200 Rockville Pike, Suite 100 Rockville, Maryland 20852
Carol A. Yates, Assistant Vice President	11200 Rockville Pike, Suite 100 Rockville, Maryland 20852
Deborah K. Walker, Assistant Vice President	11200 Rockville Pike, Suite 100 Rockville, Maryland 20852
Stanley W. Warchall, Assistant Vice President	11200 Rockville Pike, Suite 100 Rockville, Maryland 20852
Kathleen S. Devaney, Assistant Secretary	11200 Rockville Pike, Suite 100 Rockville, Maryland 20852
Bruce E. Bershtein, Assistant Secretary	11200 Rockville Pike, Suite 100 Rockville, Maryland 20852
Justine E. Wilcox, Assistant Secretary	11200 Rockville Pike, Suite 100 Rockville, Maryland 20852
Andrew J. Levy, Assistant Secretary	11200 Rockville Pike, Suite 100 Rockville, Maryland 20852
Howard R. Majev, Assistant Secretary	11200 Rockville Pike, Suite 100 Rockville, Maryland 20852

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STATE OF MARYLAND
Department of Assessments and Taxation

I, PAUL ANDERSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATIONS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE, AND THAT I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT CAPREIT OF LIVINGSTON, INC. IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND THE CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN MARYLAND.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY SIGNATURE AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE ON THIS JULY 13, 2000.

Paul B. Anderson

Paul B. Anderson
Charter Division

