1201 Hays Street
Tallahassee, FL 32301
800-342-8686

A95000001737

RECEIVED
95 NOV 16 PM 1:20
DIVISION OF CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 NOV 16 PM 3:43

CSC networks
PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 737812 6469A

AUTHORIZATION :

COST LIMIT : Patricia Pezzi

ORDER DATE : November 16, 1995

ORDER TIME : 2:12 PM

ORDER NO. : 737812

R95000005203

CUSTOMER NO: 6469A

CUSTOMER: Jeffrey P. Wieland, Esq
MAGUIRE VOORHIS & WELLS, P.A.
2 South Orange Avenue
Orlando, FL 32801

900001639889
100001644441
-11/22/95--01084--010
***1846.25 ***1846.25

DOMESTIC FILING

C. TAX CUS — 8.75
FILING 175.00
R. AGENT FEE 35.00
C. COPY 52.50
TOTAL 1846.25
N. BANK
BALANCE DUE
REFUND

NAME: ORLANDO MARKETPLACE LIMITED PARTNERSHIP

___ ARTICLES OF INCORPORATION
XXX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
___ PLAIN STAMPED COPY
___ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail Williams

EXAMINER'S INITIALS: BK

11/16/95

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DIVISION OF CORPORATIONS
95 NOV 15 PM 2:43

ORLANDO MARKETPLACE LIMITED PARTNERSHIP
CERTIFICATE OF LIMITED PARTNERSHIP

The undersigned General Partner files this Certificate of Limited Partnership of ORLANDO MARKETPLACE LIMITED PARTNERSHIP with the Florida Department of State in order to form a Limited Partnership pursuant to §620.108 of the Florida Revised Limited Partnership Act (1986) (the "Act").

1. Name. The name of the limited partnership is Orlando Marketplace Limited Partnership.

2. General Partner. The name and the business address of the General Partner of the Limited Partnership is:

F95000005934

MP at DP, Inc., a Maryland corporation
c/o Capitol Investment Associates Corp.
5454 Wisconsin Avenue, Suite 1265
Chevy Chase, Maryland 20815

3. Recordkeeping Office. The address of the office at which the records of the partnership are maintained pursuant to the Act is:

c/o Capitol Investment Associates Corp.
5454 Wisconsin Avenue, Suite 1265
Chevy Chase, Maryland 20815

4. Registered Agent and Registered Office. The name and address of the agent for service of process is:

Jeffrey P. Wieland, Esquire
Maguire, Voorhis & Wells, P.A.
2 South Orange Avenue
Orlando, Florida 32801

5. Partnership Mailing Address. The mailing address for the limited partnership is:

c/o Capitol Investment Associates Corp.
5454 Wisconsin Avenue, Suite 1265
Chevy Chase, Maryland 20815

6. Latest Dissolution Date. The latest date upon which the limited partnership is to dissolve is December 31, 2050.

7. Affirmation. The General Partner hereby acknowledges that pursuant to the Act:

7.1 The execution of this Certificate by the General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

7.2 The General Partner accepts the liability imposed by the Act on a General Partner for a false statement contained in this Certificate; and

7.3 If, after the execution of this Certificate, the General Partner knows that any arrangement or other fact described in this Certificate has changed, making the statement inaccurate in any material respect, the General Partner will forthwith cause this Certificate to be cancelled or amended, or file a petition for its cancellation or amendment pursuant to the Act.

Executed this 15th day of November, 1995.

GENERAL PARTNER:

MP AT DP, INC.,
a Maryland corporation

By: _____
Michael D. Rubin
President

FILED
SECRETARY OF STATE
DEPT OF CORPORATIONS
NOV 16 PM 3:44

f:\corp\652\certlp

ORLANDO MARKETPLACE LIMITED PARTNERSHIP
AFFIDAVIT OF CAPITAL CONTRIBUTIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 NOV 15 PM 3:44

1. Capital Contributions. The undersigned General Partner of Orlando Marketplace Limited Partnership declares the total amount of the Capital Contributions of the Limited Partner to the Limited Partnership to be Nine Million One Hundred Sixty-Four Thousand and No/100 ($9,164,000) and the total amount of Capital Contributions contributed and anticipated at this time to be contributed by the Limited Partner to the Limited Partnership to be Nine Million One Hundred Sixty-Four Thousand and No/100 ($9,164,000)

2. Affirmation. The General Partner hereby acknowledges that pursuant to the Act:

2.1 The execution of this Affidavit by the General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

2.2 The General Partner accepts the liability imposed by the Act on a General Partner for a false statement contained in this Affidavit.

2.3 If, after the execution of this Affidavit, the General Partner knows that any fact described in this Affidavit has changed, making the statement inaccurate in any material respect, the General Partner will forthwith cause this Affidavit to be supplemented by filing a supplemental affidavit with the Department of State pursuant to the Act.

Executed by the General Partner on the date set forth below.

GENERAL PARTNER:

MP AT DP, INC., a
Maryland corporation

Date: 15 NOV 95

By: _____
Michael D. Rubin, President

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ORLANDO MARKETPLACE LIMITED PARTNERSHIP
ACCEPTANCE OF REGISTERED AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 NOV 16 PM 2:44

Having been named as Registered Agent and to accept service of process for the above stated limited partnership 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as Registered Agent.

Dated this 15th day of November, 1995.

Jeffrey P. Wieland
Registered Agent

f:\corp\652\certlp

DEBIT MEMORANDUM

FOR OFFICIAL USE

DATE

NUMBER

TO :
DEPARTMENT OF STATE

A95 0000 0 1737

STATE OF FLORIDA
OFFICE OF STATE TREASURER
TALLAHASSEE FLORIDA

FUND	AMOUNT	REASON RETURNED	KEY #	
GENERAL REVENUE	0.00	INSUFFICIENT FUNDS	1	
TRUST	4,236.25	ACCOUNT CLOSED	2	2
OTHER		UNCOLLECTED FUNDS	3	
TOTAL	4,236.25	OTHER	4	

CROSS REF	DISTRIBUTION SAMAS CODE	REASON	AMOUNT
12	45-20-2-130001-45300000-00-000100-00	1	131.25
12	45-20-2-130001-45300000-00-000100-00	1	375.00
12	45-20-2-130001-45300000-00-000100-00	1	375.00
12	45-20-2-130001-45300000-00-000100-00	1	375.00
12	45-20-2-130001-45300000-00-000100-00	1	375.00
12	45-20-2-130001-45300000-00-000100-00	2	375.00
12	45-20-2-130001-45300000-00-000100-00	1	383.75
12	45-20-2-130001-45300000-00-000100-00	1	1,846.25
12	45-20-2-130001-45300000-00-000100-00		

GRAND TOTAL $ 4,236.25

Process Date: 12/05/95

The above named fund(s) has been reduced by the amount of this check(s) under authority of Section 215.34, F.S.

Bill Nelson

State Treasurer

RECEIVED
95 DEC 20 AM 9:20

(11) 2530

[x] INSUFFICIENT FUNDS
[ ] UNCOLLECTED FUNDS

[x] INSUFFICIENT FUNDS
[ ] UNCOLLECTED FUNDS

F. F. SOUTH & COMPANY, INC.

63-1380/631

DEC 0 4 1995

DATE Nov. 15, 1995

NOT PRESENTED TWICE

PAY TO THE ORDER OF Secretary of State State of Florida $1,846.25

[ ] SIGNATURE 063113808

[ ] SIGNATURE

One thousand eight hundred forty six DOLLARS

NOT

DO NOT PRESENT AS [illegible]

BankFIRST

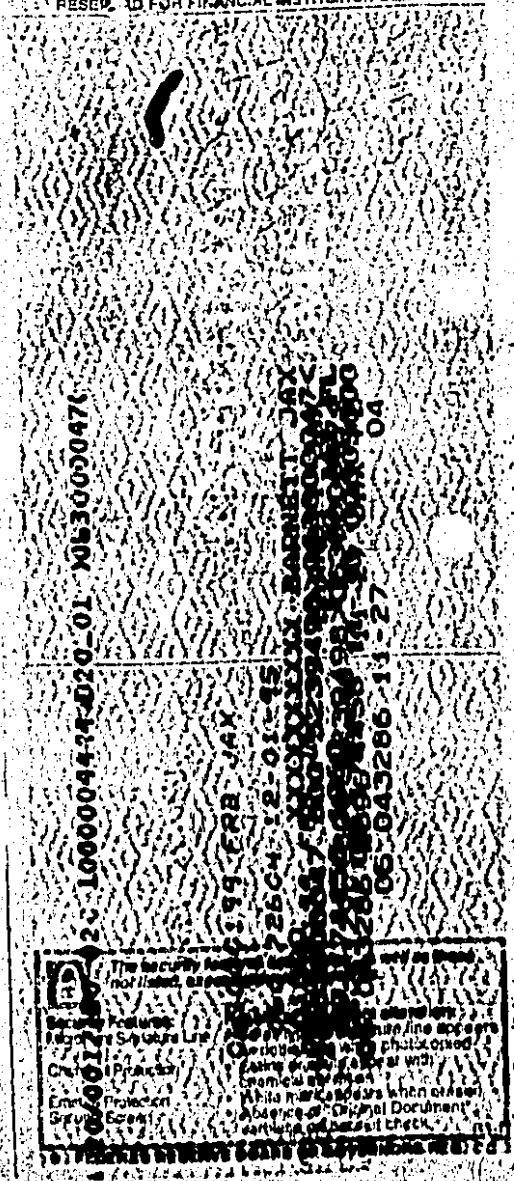
FOR Filing Fees/OMLP

⑈002530⑈ ⑆063 3808⑆ 0211 3620⑈ ⑈0000184625⑈

ENDORSE HERE

DEPT OF STATE 4500453
FOR DEPOSIT ONLY
-11/22/95--01084--010
------***1846.25

DO NOT WRITE, STAMP OR SIGN BELOW THIS LINE
RESERVED FOR FINANCIAL INSTITUTION USE



01003

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 21, 1995

Orlando Marketplace Limited Partnership
% Capitol Investment Associates Corp.
5454 Wisconsin Avenue, Suite 1265
Chevy Chase, MD 20815

SUBJECT: ORLANDO MARKETPLACE LIMITED PARTNERSHIP
Ref. Number: A95000001737

Debit Memo #: 61891-H

This is to inform you that your check #2530 dated November 15, 1995 in the amount of $1846.25 and submitted for ORLANDO MARKETPLACE LIMITED PARTNERSHIP has been returned to us by your bank because of Insufficient Funds.

We request that you remit a cashier's check or money order in amount of $1920.56 made payable to the Department of State. This amount will cover the unpaid check and the service fee required by law under section 215.34, Florida Statutes.

When sending the cashiers check or money order, please indicate the debit memo number and that it is a replacement for the returned check mentioned above.

Please note: The documents filed in this office with the returned check will be cancelled unless a replacement check is received within 30 days from the date of this letter. Send the replacement check to:

Division of Corporations
Attn: Melinda Lilliston
P.O. Box 6327
Tallahassee, FL 32314

If you have any questions concerning the returned check, please call (904) 487-6900.

Sincerely,
Melinda Lilliston
Administrative Assistant I
Division of Corporations

Letter number: 195A00055019

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 23, 1996

Orlando Marketplace Limited Partnership
% Capitol Investment Associates Corp.
5454 Wisconsin Avenue, Suite 1265
Chevy Chase, MD 20815

SUBJECT: ORLANDO MARKETPLACE LIMITED PARTNERSHIP
Ref. Number: A95000001737

Debit Memo #: 61891-H

Due to your failure to respond to our previous letter advising you of the returned check #2530, the Certificate of Limited Partnership for ORLANDO MARKETPLACE LIMITED PARTNERSHIP has been cancelled and is considered not filed as of January 23, 1996.

The name of your corporation is now available for use.

If you have any questions concerning the returned check, please call (904) 487-6900.

Sincerely
Melinda Lilliston
Administrative Assistant I
Division of Corporations

Letter Number: 496A00002943

FILE ON OR BEFORE DECEMBER 31, 1995 OR PARTNERSHIP WILL BE SUBJECT TO REVOCATION AND $500 PENALTY FEE

LIMITED PARTNERSHIP ANNUAL REPORT 1996

FLORIDA DEPARTMENT OF STATE
Sandra Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN -2 PM 12:43

LR
1/10

DO NOT WRITE IN THIS SPACE

1. Name of Limited Partnership: ORLANDO MARKETPLACE LIMITED PARTNERSHIP

1a. DOCUMENT # A9500001737

2. New Mailing Address, If Applicable

Suite, Apt. #, etc.

City, State & Zip

2a. New Principal Office Address, If Applicable

Suite, Apt. #, etc.

City, State & Zip

Mailing Address / Principal Office Address: 5454 WISCONSIN AVE. - SUITE 1265
CHEVY CHASE, MD. 20815

If above addresses are incorrect in any way, line through the incorrect information and enter correct address in Block 2 and/or 2a

700001685781
-01/10/96--01156--019
****576.25 ****576.25

3. Date Formed or Registered to Do Business in FLORIDA	3a. Date of Last Report	4. State or Country of Formation
11-16-95	N/A	FLORIDA

5a. Capital Contributions as Shown on Record	5b. Amount of Capital Contributions in FLORIDA to date	6. FEI Number	Applied For	Not Applicable	7. CERTIFICATE OF STATUS REQUIRED
9,164,000.	9,164,000.	52-1949836			[redacted]

8. FEES: 1.) Filing Fee: Computed at a rate of $7 per $1,000 on amount entered in 5b or 5a if 5b blank, with a minimum filing fee of $52.50 and a maximum of $437.50
2.) Supplemental Fee: $138.75 (pursuant to section 607.193, F.S.)
THE AMOUNT DUE SHALL BE NO LESS THAN $191.25 ($52.50 + $138.75) AND NO MORE THAN $576.25 ($437.50 + $138.75)
Note: If the amount entered in 5b is greater than amount entered in 5a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee.
MAKE CHECK PAYABLE TO FLORIDA DEPT. OF STATE.

9. Name and Address of Current Registered Agent	10. If changed, new Registered Agent/Office
JEFFREY P. WIGLAND, ESQ MAGUIRE, VOORHIS & WELLS, P.A. 2 SOUTH ORANGE AVE. ORLANDO, FLA. 32801	Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City / FL / Zip Code

10a. Pursuant to the provisions of sections 620.1051 and 620.192, Florida Statutes, the above-named limited partnership organized or registered under the laws of the State of Florida submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by its general partner(s). I hereby accept the appointment of registered agent. I am familiar with, and accept the obligations of section 620.192, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment) _____ DATE _____

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.

11. Name(s) of General Partner(s)	11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers)	11b. City, State & Zip Code	11c. Registration/ Document Number
MPat DP, INC.	5454 WISCONSIN AVE - SUITE 1265	CHEVY CHASE, MD. 20815	F9500005534

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effects as if made under oath; I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by chapter 620, Florida Statutes.

SIGNATURE _____ DATE 12/26/95

Typed or Printed Name of General Partner Signing Form MICHAEL D. RUBIN, PRES. GEN. PTNR. Telephone Number 301-951-8811

CR2E003 (6/95)