



Attorneys at Law

Andrew R. Reilly & Associates

Andrew R. Reilly
Fred Reilly

P.O. Box 2039 • Haines City, Florida 33845-2039 U.S.A.
Telephone: (863) 422-5978 • FAX: (863) 421-2771
FEDX/UPS: 95 South 10th Street, Haines City, Florida 33844 U.S.A.

January 2, 2002

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Via Federal Express (850) 488-9000

Re: Filing of Village At Town Center II Limited Partnership

Dear Sir:

500004749505--1
-01/03/02--01009--016
****175.00 ****105.00

Enclosed for filing are the following:

A. Domestication of Administrative General Partner of Village At Town Center II Limited Partnership.

1. Application By Foreign Corporation For Authorization To Transact Business in Florida.
2. Certificate of Good Standing of Brown VTC II, Inc., a Maryland corporation.
3. My firm check in the amount of \$192.50 for:
 - a. \$35.00 Registration Fee.
 - b. \$35.00 Registered Agent Designation.
 - c. \$105.00 Certified copies (2).
 - d. \$17.50 Certificate of Status (2).

B. Register General Partner of Village at Town Center II Limited Partnership.

1. Partnership Registration Statement w/Affidavit of Capital Contribution.
2. Copy of Village Partners, a Florida general partnership Certificate No. GP9800001039.
3. My firm check in the amount of \$1863.75 for:
 - a. \$1750.00 Filing Fee.
 - b. \$35.00 Registered Agent Designation.
 - c. \$52.50 Certified copy.
 - d. \$26.25 Certificate of Status (3).

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
2002 JAN -3 AM 9:32
FILED

FILED

52

FF \$70.00
Certs 35.00
OP 70.00

FL DEPT. STAT. LTR (01R957) The courts shall be open to every person for redress of any injury, and justice shall be administered without sale, denial or delay."

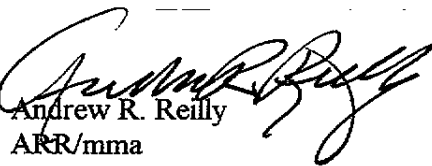
Article I, § 21 - Florida Constitution

Also enclosed is a Federal Express Mailer (pre addressed with our account number). Would you please use it to forward the various certificates and copies to me at:

Andrew R. Reilly & Associates
Andrew R. Reilly, Esquire
95 South 10th Street
Haines City, FL 33844

Thank you for your kind assistance.

Very truly yours,


Andrew R. Reilly
ARR/mma

xc: Heidi Marling (w/o encl.)
Terry F. Hall, Esquire (w/o encl.)

FILED
2002 JUN -3 AM 9:32
U.S. DEPT. OF JUSTICE
FEDERAL BUREAU OF INVESTIGATION
TALLAHASSEE, FLORIDA

**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. BROWN VTC II, 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

(State or country under the law of which it is incorporated.)

3. 52-2340558

(FEI number, if applicable)

4. 9 - 13 - 01

(Date of Incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Corporation has not transacted business in Florida.

(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)

7. 225 East Redwood Street

Baltimore, Maryland 21202

(Current mailing address)

8. REAL ESTATE INVESTMENTS

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida.)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable.)

Name: ANDREW R. REILLY

Office address: 95 S. 10TH STREET, P.O. BOX 2039

HAINES CITY, FLORIDA 33844

10. Registered agent's acceptance:

Having been named as registered agent 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.

FILED
2002 JUN -3 AM 9:30
TALLAHASSEE, FLORIDA

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: John M. Prugh

Address: 225 East Redwood Street, Baltimore, Maryland 21202

Vice Chairman: Peter E. Bancroft

Address: 225 East Redwood Street, Baltimore, Maryland 21202

Director: Terry F. Hall

Address: 225 East Redwood Street, Baltimore, Maryland 21202

Director: _____

Address: _____

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

President: John M. Prugh

Address: 225 East Redwood Street, Baltimore, Maryland 21202

Vice President: Peter E. Bancroft

Address: 225 East Redwood Street, Baltimore, Maryland 21202

Secretary: Terry F. Hall

Address: 225 East Redwood Street, Baltimore, Maryland 21202

Treasurer: Timothy M. Gisriel

Address: 225 East Redwood Street, Baltimore, Maryland 21202

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

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

14. Terry F. Hall, Secretary
(Typed or printed name and capacity of person signing application.)

STATE OF MARYLAND
Department of Assessments and Taxation

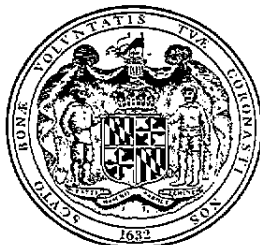
I, PAUL ANDERSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATIONS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN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

I FURTHER CERTIFY THAT BROWN VTC II, 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 DECEMBER 11, 2001.

Paul B. Anderson

Paul B. Anderson
Charter Division



301 West Preston Street, Baltimore, Maryland 21201
Telephone Balto. Metro (410) 767-1340 / Outside Balto. Metro (888) 246-5941 0001586859
MRS (Maryland Relay Service) (800) 735-2258 TT/Voice
Fax (410) 333-7097