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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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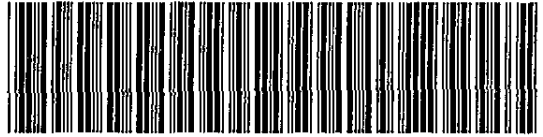
(Business Entity Name)

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STATE
TALLAHASSEE, FLORIDA

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DEPARTMENT OF STATE
DIVISION OF REGISTRATIONS
TALLAHASSEE, FLORIDA

BK

CORPORATION(S) NAME

CT CORPORATION SYSTEM

B & R Fountains Manager, Inc.

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TALLAHASSEE, FLORIDA

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
Availability _____
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Updater _____
Verifier _____
W.P. Verifier _____

8/11/03

AAM

Order#: 5909964 SO

Ref#: _____

Amount: \$ _____

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STATE
TALLAHASSEE, FLORIDA

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CT CORPORATION SYSTEM

B & R Fountains Manager, Inc.

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Name	8/11/03	Order#: 5909964 SO
Availability		
Document	AAM	
Examiner		Ref#:
Updater		
Verifier		
W.P. Verifier		Amount: \$

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. B&R Fountains Manager, 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. Delaware 3. 05-0573618
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. June 18, 2003 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 11140 Rockville Pike, Suite 620, Rockville, MD 20852
(Principal office address)
- 11140 Rockville Pike, Suite 620, Rockville, MD 20852
(Current mailing address)
8. To acquire a membership interest in and act as a member of Fountains Owner, LLC
(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: C T Corporation System
- Office Address: 1200 South Pine Island Road,
Plantation, , Florida 33324
(City) (Zip code)

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.

C T Corporation System

By: James Newsome
(Registered agent's signature)

JAMES NEWSOME
SPECIAL ASSISTANT SECRETARY

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 business addresses of officers and/or directors:

A. DIRECTORS

~~Chairman~~ Charles S. Bresler, Director

Address: 11140 Rockville Pike, Suite 620

Rockville, MD 20852

~~Vice Chairman~~ Sidney M. Bresler, Director

Address: 11140 Rockville Pike, Suite 620

Rockville, MD 20852

~~Director~~ Wendy J. Grooms, Independent Director

Address: 5836 Moss Rock Drive

North Bethesda, MD 20852

Director:

Address:

B. OFFICERS

~~President~~ Charles S. Bresler, Chairman

Address: 11140 Rockville Pike, Suite 620

Rockville, MD 20852

~~Vice President~~ Sidney M. Bresler, CEO, COO, Assistant Secretary, Assistant Treasurer

Address: 11140 Rockville Pike, Suite 620

Rockville, MD 20852

Secretary: Jean S. Cafardi, Secretary

Address: 11140 Rockville Pike, Suite 620, Rockville, MD 20852

Treasurer: William L. Oshinsky, Treasurer

Address: 111410 Rockville Pike, Suite 620, Rockville, MD 20852

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

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

14. WILLIAM L. OSHINSKY, TREASURER
(Typed or printed name and capacity of person signing application)

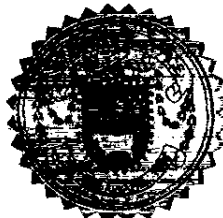
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "B&R FOUNTAINS MANAGER, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTH DAY OF AUGUST, A.D. 2003.

FILED
AUG 11 PM 1:51
SECRETARY OF STATE
TALLAHASSEE FLORIDA



3670385 8300

030517824

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2571845

DATE: 08-07-03