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FOREIGN PROFIT QUALIFICATION

MMA Successor I, Inc.

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**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. MMA Successor I, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Maryland

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

3. 52-2182420

(FEI number, if applicable)

4. January 7, 1999

(Date of incorporation)

5. Perpetual

(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. 621 E. Pratt Street, 3rd Floor

(Principal office address)

Baltimore, Maryland 21202

(Current mailing address)

8. SEE ATTACHED EXHIBIT A

(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: CT 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.

CT Corporation System

By: Carmen Rogers

(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 business addresses of officers and/or directors:

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A. DIRECTORS

Chairman: Mark K. Joseph
Address: 621 East Pratt St, Ste 300
Baltimore, MD

Vice Chairman: _____
Address: _____

Director: Michael L. Falcone
Address: Same as above

Director: _____
Address: _____

B. OFFICERS

President: Michael L. Falcone
Address: 621 East Pratt St, Ste 300
Baltimore, MD 21202

Vice President: William S. Harrison
Address: Same as above

Secretary: William S. Harrison
Address: Same as above

Treasurer: Angie Barone
Address: Same as above

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

13. William S. Harrison William S. Harrison 2-0-04
(Signature of Director or Officer listed in number 12 of the application)

14. _____
(Typed or printed name and capacity of person signing application)

EXHIBIT A

The purposes for which the Corporation is formed and the powers which it may exercise are as follows:

(a) To acquire, invest in, encumber, develop, hold, operate, own, lease, construct, manage or otherwise deal in or with property, real, personal or mixed, and without limitation on the foregoing, to engage in any and all aspects of the real estate and real estate development business.

(b) To carry on any and all business, transactions and activities permitted by the Maryland General Corporation Law which may be deemed desirable by the Board of Directors of the Corporation, whether or not identical with or related to the business described in this Article, as well as all activities and things necessary and incidental thereto, to the full extent empowered by such laws.

(c) To borrow, acquire, hold, invest, expend, and otherwise deal with funds or money in connection with the business of the Corporation.

(d) To enter into contracts, engage or hire agents or employees, acquire and provide goods and services, and engage in all business activities necessary or appropriate to carry out any purpose or objective of the Corporation.

(e) To issue shares of its stock of any class, in the manner permitted by law and for considerations other than cash.

(f) To have the right to exercise and enjoy all other powers, rights and privileges granted to or conferred upon corporations of this character by the laws of the State of Maryland, or by any other state in which it may qualify; and that the enumeration of certain powers as herein specified not be exclusive of or a waiver of any of the powers, rights and privileges granted or conferred by the laws of said state now or hereafter in force.

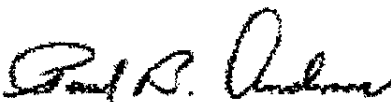
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STATE OF MARYLAND
Department of Assessments and Taxation

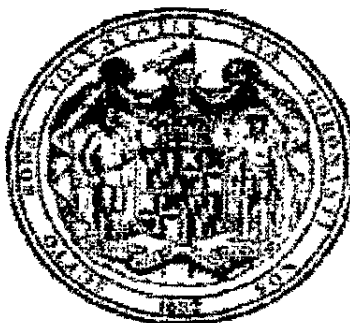
I, PAUL ANDERSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATIONS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN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

I FURTHER CERTIFY THAT MMA SUCCESSOR I, 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 FEBRUARY 06, 2004.



Paul B. Anderson
Charter Division



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Fax (410) 333-7097

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