

F97000006685

Document Number Only

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

CAREIT of Paddock Place, Inc.

400002375224-5
-12/17/97-01077-019
****131.25 ****131.25

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W.P. Verifier

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Thanks,
Jeff.

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 Paddock Place, 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. applied for (FEI number, if applicable)

4. December 2, 1997 (Date of incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. 11200 Rockville Pike, Rockville, Maryland 20852
(Current mailing address)

8. to act as general partner of a limited partnership
(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:

Name: C T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)

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10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

Connie Bryan
(Registered agent's signature) (Officer)
CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY
(Type Name and Title of Officer)

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:

A. DIRECTORS

Chairman: see attached list of directors

Address: _____

Vice Chairman: see attached list of directors

Address: _____

Director: see attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

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.  Ernest L. Heymann, Sr. VP
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Ernest L. Heymann, Senior Vice President
(Typed or printed name and capacity of person signing application)

**Attachment to Application by Foreign Corporation
For Authorization to Transact Business in Florida**

CAPREIT of Paddock Place, Inc.

Directors

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

Officers

Richard L. Kadish, Pres./Chief Executive Officer	11200 Rockville Pike Rockville, Maryland 20852
Bruce A. Esposito, Senior Vice President/Chief Financial Officer	11200 Rockville Pike Rockville, Maryland 20852
Jeffrey A. Goldshine, Senior Vice President/Secretary	11200 Rockville Pike Rockville, Maryland 20852
Ernest L. Heymann, Senior Vice President/Secretary	11200 Rockville Pike Rockville, Maryland 20852
Rick J. Band, Vice President	11200 Rockville Pike Rockville, Maryland 20852
Sandra L. Becker, Vice President	11200 Rockville Pike Rockville, Maryland 20852
Peter L. Donohoe, Vice President	11200 Rockville Pike Rockville, Maryland 20852
David R. Schattenberg, Vice President	11200 Rockville Pike Rockville, Maryland 20852
Stephanie J. Smock, Vice President/Controller	11200 Rockville Pike Rockville, Maryland 20852
Charles W. Stanton, Assistant Vice President	11200 Rockville Pike Rockville, Maryland 20852

**Attachment to Application by Foreign Corporation
For Authorization to Transact Business in Florida**

Carol A. Yates, Assistant Vice President	11200 Rockville Pike Rockville, Maryland 20852
Deborah K. Walker, Assistant Vice President	11200 Rockville Pike Rockville, Maryland 20852
Kathleen S. Devaney, Assistant Secretary	11200 Rockville Pike Rockville, Maryland 20852
Gail L. Levens, Assistant Secretary	11200 Rockville Pike Rockville, Maryland 20852
Bruce E. Bershtein, Assistant Secretary	11200 Rockville Pike Rockville, Maryland 20852
Justine E. Wilcox, Assistant Secretary	11200 Rockville Pike Rockville, Maryland 20852
Andrew J. Levy, Assistant Secretary	11200 Rockville Pike Rockville, Maryland 20852
Howard R. Majeve, Assistant Secretary	11200 Rockville Pike Rockville, Maryland 20852

STATE OF MARYLAND

591245

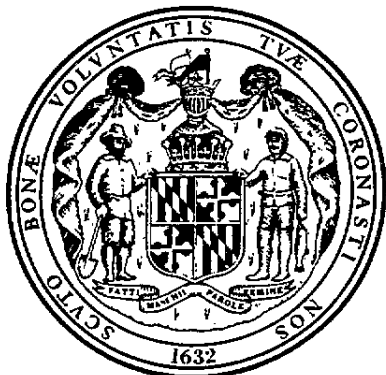
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

I, JACQUELINE C JAMES OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT SAID DEPARTMENT, BY THE LAWS OF SAID STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATE CHARTERS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE; AND I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT CAPREIT OF PADDOCK PLACE, INC. IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND SAID 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 THE STATE OF MARYLAND.

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IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE THIS 9TH DAY OF DECEMBER, 1997.

Jacqueline C James
JACQUELINE C JAMES
OFFICE SUPERVISOR I