

F98000000118

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

000002393850--9
-01/08/98--01056--006
*****70.00 *****70.00

CAPREIT d Biscayne Beachclub, Inc.

000002393850--9
-01/08/98--01056--005
*****61.25 *****61.25

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|--|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Co. | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Fictitious Name Filing |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call if Problem | <input checked="" type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Will Wait | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name
Availability
Document Examiner
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Acknowledgment
W.P. Verifier

JAN 08 1998

File First

Thanks,
Jeff

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DIVISION OF CORPORATIONS
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98 JAN -8 PM 12:14:03
CORPORATION

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 Biscayne Beachclub, 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. November 20, 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)

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

(Registered agent's signature) (Officer)

Ad Hamilton, Asst. Secy
(Type Name and Title of Officer)

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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: _____

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Treasurer: _____

Address: _____

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

13. _____

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Richard L. Kadish, President

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

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

CAPREIT of Biscayne Beachclub, 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

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**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

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STATE OF MARYLAND

580255

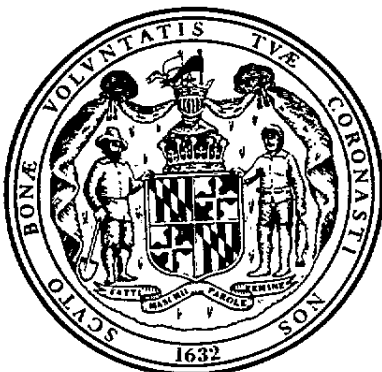
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

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98 JAN -8 PM 1:33

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 BISCAYNE BEACHCLUB, 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.



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 20TH DAY OF NOVEMBER, 1997.

Jacqueline C James
JACQUELINE C JAMES
OFFICE SUPERVISOR I