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ACCOUNT NO. : 072100000032

REFERENCE : 722805 4311837

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Piguet

ORDER DATE : February 27, 1998

ORDER TIME : 9:26 AM

ORDER NO. : 722805-035

CUSTOMER NO: 4311837

CUSTOMER: Kathleen M. Weinstein, Esq
Hale & Dorr
1455 Pennsylvania Avenue, N.w.
10th Floor
Washington, DC 20004

000002446780--5

FOREIGN FILINGS

NAME: MELBOURNE-OXFORD CORPORATION

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX : PLAIN STAMPED COPY
XX : CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR -4 PM 12:48

RECEIVED
98 MAR -4 AM 11:26
DIVISION OF CORPORATION

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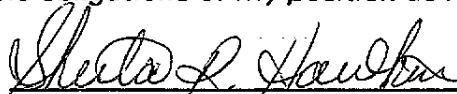
APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. Melbourne-Oxford Corporation
(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. /98
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. N/A
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 7200 Wisconsin Avenue, Suite 1100
Bethesda, MD 20814
(Current mailing address)
8. To serve as managing general partner of a foreign limited partnership which owns an apartment community in
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida) Florida.
9. Name and street address of Florida registered agent:
Name: The Prentice-Hall Corporation System, Inc.
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(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.


(Registered agent's signature)
Sherla R. Hawkins, Asst. Secy.

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.

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12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Leo E. Zickler

Address: 7200 Wisconsin Avenue, Suite 1100
Bethesda, MD 20814

Vice Chairman: Francis P. Lavin

Address: 7200 Wisconsin Avenue, Suite 1100
Bethesda, MD 20814

Director: Robert B. Downing

Address: 7200 Wisconsin Avenue, Suite 1100
Bethesda, MD 20814

Director: Barry Z. Wallack

Address: One Indiana Square, Suite 2230
Indianapolis, IN 46204

B. OFFICERS

President: Francis P. Lavin

Address: 7200 Wisconsin Avenue, Suite 1100
Bethesda, MD 20814

Vice President: Mark E. Schifrin

Address: 7200 Wisconsin Avenue, Suite 1100
Bethesda, MD 20814

Secretary: Marc B. Abrams

Address: 7200 Wisconsin Avenue, Suite 1100
Bethesda, MD 20814

Treasurer: Kenneth C. Willard

Address: 7200 Wisconsin Avenue, Suite 1100
Bethesda, MD 20814

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

13.

Marc B. Abrams

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

14.

Marc B. Abrams

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

Melbourne-Oxford Corporation
Additional Officers

1. Leo E. Zickler
Chief Executive Officer
7200 Wisconsin Avenue, Suite 1100
Bethesda, MD 20814

2. Robert B. Downing
Executive Vice President
7200 Wisconsin Avenue, Suite 1100
Bethesda, MD 20814

3. Richard R. Singleton
Senior Vice President
7200 Wisconsin Avenue, Suite 1100
Bethesda, MD 20814

4. Michael B. Tillett
Vice President
7200 Wisconsin Avenue, Suite 1100
Bethesda, MD 20814

5. Mary Ann Ewers
Assistant Secretary
7200 Wisconsin Avenue, Suite 1100
Bethesda, MD 20814

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STATE OF MARYLAND

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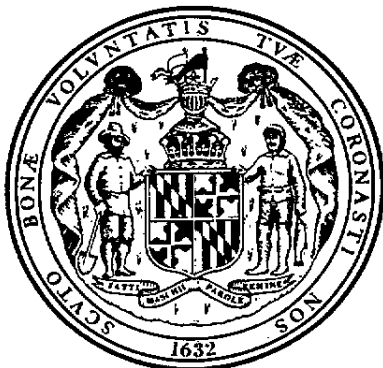
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

I, HARRY J. NOONAN 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 MELBOURNE-OXFORD CORPORATION 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 3RD DAY OF MARCH, 1998.

Harry J. Noonan
HARRY J. NOONAN
CHARTER SPECIALIST