

F980000001431

TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

600002455386--3
-03/12/98--01066--002
*****78.75 *****78.75

SUBJECT: ZIMCO/Melbourne Corporation
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Mary Ann Ewers
(Name of Person)
Oxford Realty Financial Group, Inc.
(Firm/Company)
7200 Wisconsin Avenue, Suite 1100
(Address)
Bethesda, MD 20814
(City, State and Zip Code)

903/12
98 MAR 12 PM 3:08
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Should you need to call someone concerning this matter, please call:

Mary Ann Ewers at (301) 654 - 3100
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**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. ZIMCO/Melbourne 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 3. Applied for
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 3/3/98 5. Perpetual
(Date of Incorporation) (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
Attention: Office of the General Counsel
(Current mailing address)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 12 PM 3:08

8. To serve as general partner of ZIMCO XXXII 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: 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.

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

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: 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: Leo E. Zickler

Address: 7200 Wisconsin Avenue, Suite 1100

Bethesda, MD 20814

Vice President: Kenneth C. Willard

Address: 7200 Wisconsin Avenue, Suite 1100

Bethesda, MD 20814

Secretary: Marc B. Abrams

Address: 7200 Wisconsin Avenue, Suite 1100

Bethesda, MD 20814

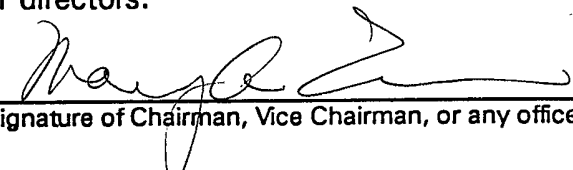
Treasurer: Kenneth C. Willard

Address: 7200 Wisconsin Avenue, Suite 1100

Bethesda, MD 20814

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.

Marv Ann Ewers, Assistant Secretary

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 12 PM 3:08

Item 12 B. Officers (Continued)

Assistant Secretary: Mary Ann Ewers

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 12 PM 3:08

STATE OF MARYLAND

612758

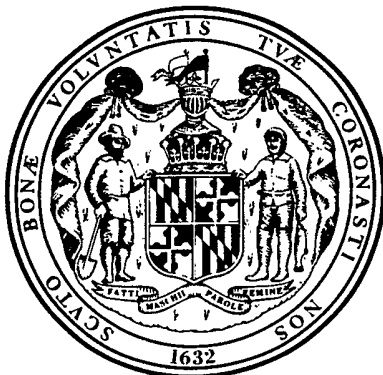
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

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 ZIMCO/MELBOURNE 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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 12 PM 3:08



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