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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

GRJ Hollywood Beach Inc.

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-04/08/98-01070-007

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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
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REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Date: _____

**APPLICATION
BY A FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

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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. The name of the corporation (the "Corporation") is GRJ Hollywood Beach, Inc.
2. The Corporation is incorporated under the law of Maryland.
3. The EIN of the Corporation is pending (applied for on March 30, 1998).
4. The date of the Corporation's incorporation in Maryland is March 25, 1998.
5. The duration of the Corporation shall be perpetual.
6. The date the Corporation first transacted business in Florida is as of the date hereof.
7. The current mailing address of the Corporation is:

3 Bethesda Metro Center
Suite 430
Bethesda, Maryland 20815

8. The purpose for which the Corporation was authorized in Maryland to be carried out in Florida is (a) acting as general partner in Hollywood Beach Garage Limited Partnership, a Florida limited partnership formed to hold title to certain real property located in Hollywood Beach, Florida, and commonly known as the Hollywood Beach Garage and Theatre Complex; and (b) engaging in any activity and exercising any powers permitted to corporations under the laws of the State of Maryland that are incident to the foregoing and necessary, desirable or convenient to accomplish the foregoing.
9. The name and address in Florida of the Corporation's registered agent is:

NRAI Services, Inc.
526 E. Park Avenue
Tallahassee, Florida 32301

10. *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.*

Paula Loder
Signature of Registered Agent

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. A. Directors:

Gary R. Jaffe
3 Bethesda Metro Center
Suite 430
Bethesda, Maryland 20814

William Curtis 4936 Fairmont Avenue
Second Floor
Bethesda, Maryland 20814

Linda Hansen
5454 Wisconsin Avenue
Suite 1265
Chevy Chase, Maryland 20815

- B. Officers:


Gary R. Jaffe
(President, Vice President
and Treasurer)

3 Bethesda Metro Center
Suite 430
Bethesda, Maryland 20814

Linda Hansen
(Secretary)

5454 Wisconsin Avenue
Suite 1265
Chevy Chase, Maryland 20815

Signed this 31st day of March, 1998.



Gary R. Jaffe, President

STATE OF MARYLAND

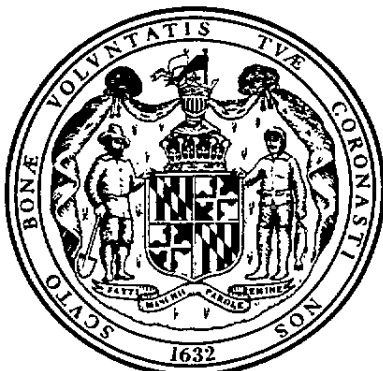
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

62428
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I, GLORIA J. WATSON 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 GRJ HOLLYWOOD BEACH, 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 31ST DAY OF MARCH, 1998.

Gloria J. Watson
GLORIA J. WATSON
OFFICE SUPERVISOR II