

Document Number Only

F98000002383

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

700002501057-3
-04/27/98-01060-009
*****70.00 *****70.00

CM PLAZA II, INC

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DIVISION OF CORPORATIONS
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9/4/27

- Profit
- NonProfit
- Limited Liability Co.
- Foreign
- Amendment
- Merger
- Dissolution/Withdrawal
- Mark
- Limited Partnership
- Annual Report
- Other
- Reinstatement
- Name Registration
- Change of R.A.
- Fictitious Name
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APR 27 1998

Thanks,
Jeff

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DIVISION OF CORPORATIONS

**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. CM Plaza II, 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. 52-2089844 (FEI number, if applicable)

4. September 24, 1997 (Date of incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

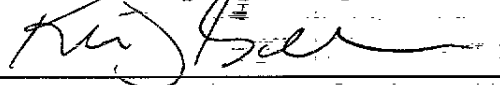
6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

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

8. To engage in any or all lawful business for which corporations may be organized under the Maryland General Corporation Law.
(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)
Kevin Gallagher Asst Vice Pres.
(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: William B. Dockser

Address: 11200 Rockville Pike

Rockville, Maryland 20852

Vice Chairman: _____

Address: _____

Director: H. William Willoughby

Address: 11200 Rockville Pike

Rockville, Maryland 20852

Director: Cynthia O. Azzara

Address: 11200 Rockville Pike

Rockville, Maryland 20852

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

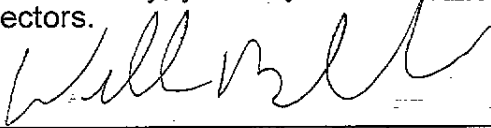
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13.  _____

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

14. William B. Dockser, Chairman _____

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

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
CM Plaza II, Inc.**

1. William B. Dockser, Chairman of the Board
11200 Rockville Pike
Rockville, Maryland 20852
2. H. William Willoughby, President
11200 Rockville Pike
Rockville, Maryland 20852
3. Andrew P. Blocher, Director of Capital Markets
11200 Rockville Pike
Rockville, Maryland 20852
4. Brian L. Hanson, Sr. Vice President
11200 Rockville Pike
Rockville, Maryland 20852
5. Douglas L. Cooper, Sr. Vice President
11200 Rockville Pike
Rockville, Maryland 20852
6. Susan B. Railey, Vice President
11200 Rockville Pike
Rockville, Maryland 20852
7. Donald R. Drew, Sr. Vice President
11200 Rockville Pike
Rockville, Maryland 20852
8. David B. Iannarone, Sr. Vice President
11200 Rockville Pike
Rockville, Maryland 20852
9. Cynthia O. Azzara, Sr. Vice President
11200 Rockville Pike
Rockville, Maryland 20852
10. Frederick J. Burchill, Exec. Vice President
11200 Rockville Pike
Rockville, Maryland 20852
11. Gene LaTour, Asst. Vice President
11200 Rockville Pike
Rockville, Maryland 20852
12. Bill Ceconi, Asst. Vice President
11200 Rockville Pike

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Appendix to Application by Fgn. Corp. for Authorization to Transact Business in Flor

Rockville, Maryland 20852

13. Maribeth Stahl, Vice President
11200 Rockville Pike
Rockville, Maryland 20852
14. Jacqueline Mackey, Asst. Vice President
11200 Rockville Pike
Rockville, Maryland 20852
15. Lea Land, Asst. Vice President
11200 Rockville Pike
Rockville, Maryland 20852
16. Kathryn Parks, Vice President
11200 Rockville Pike
Rockville, Maryland 20852
17. Judy Rishel, Asst. Vice President
11200 Rockville Pike
Rockville, Maryland 20852
18. Vicki Speights, Vice President
11200 Rockville Pike
Rockville, Maryland 20852
19. Kathleen Blank, Vice President
11200 Rockville Pike
Rockville, Maryland 20852
20. Sharilyn Green, Asst. Vice President
11200 Rockville Pike
Rockville, Maryland 20852
21. James Cahill, Asst. Vice President
11200 Rockville Pike
Rockville, Maryland 20852
22. Karen Zale, Asst. Vice President
11200 Rockville Pike
Rockville, Maryland 20852
23. Dan Warcholak, Vice President
11200 Rockville Pike
Rockville, Maryland 20852
24. Jamie Sapp, Vice President
11200 Rockville Pike
Rockville, Maryland 20852
25. Nancy Currier, Asst. Vice President
11200 Rockville Pike
Rockville, Maryland 20852

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Appendix to Application by Fgn. Corp. for Authorization to Transact Business in Flor

26. John Snow, Director/Network Manager
11200 Rockville Pike
Rockville, Maryland 20852
27. Dawn Bowman, Vice President
11200 Rockville Pike
Rockville, Maryland 20852
28. Paula Reuther, Director Human Res.
11200 Rockville Pike
Rockville, Maryland 20852
29. Nikole Sheridan, Vice President
11200 Rockville Pike
Rockville, Maryland 20852
30. Gregory Akins, Vice President
11200 Rockville Pike
Rockville, Maryland 20852
31. Ken Cusick, Vice President
11200 Rockville Pike
Rockville, Maryland 20852
32. Mona McLaughlin, Vice President
11200 Rockville Pike
Rockville, Maryland 20852
33. Patricia Daugherty, Vice President
11200 Rockville Pike
Rockville, Maryland 20852
34. Roger Ostrem, Vice President
11200 Rockville Pike
Rockville, Maryland 20852
35. John Gavello, Director
11200 Rockville Pike
Rockville, Maryland 20852
36. Jim Sterling, Director
11200 Rockville Pike
Rockville, Maryland 20852
37. Gary Houston, Director
11200 Rockville Pike
Rockville, Maryland 20852
38. Michael Murphy, Director
11200 Rockville Pike
Rockville, Maryland 20852
39. Don Erb, Vice President
11200 Rockville Pike

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Rockville, Maryland 20852

40. William Gartner, Vice President
11200 Rockville Pike
Rockville, Maryland 20852
41. Daniel Kerner, Vice President
11200 Rockville Pike
Rockville, Maryland 20852
42. Jeanneen Mendel, Vice President
11200 Rockville Pike
Rockville, Maryland 20852
43. Janice Bird, Vice President
11200 Rockville Pike
Rockville, Maryland 20852
44. Larry Tolbert, Director
11200 Rockville Pike
Rockville, Maryland 20852
45. N.Gayle Mobley, Director
11200 Rockville Pike
Rockville, Maryland 20852
46. Richard Gibson, Vice President
11200 Rockville Pike
Rockville, Maryland 20852
47. Paul Richardson, Director
11200 Rockville Pike
Rockville, Maryland 20852

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STATE OF MARYLAND

620751

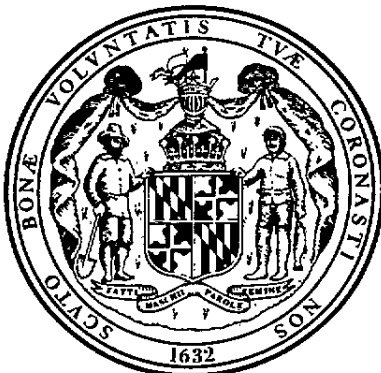
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

I, NANCY GRUENINGER 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 CM PLAZA II, 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 24TH DAY OF APRIL, 1998.


NANCY GRUENINGER
ADMINISTRATIVE OFFICER