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September 21, 1998

Via Federal Express (904)488-9000

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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-09/22/98--01058--008
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Re: Application for Foreign Corporation For Authorization To Transact Business In Florida
Brown Madison, Inc., a Maryland Corporation

Dear Sir,

Enclosed is a completed Application For Authorization to Transact Business in Florida and a Certificate of Status Number 666672 for Brown Madison, Inc., a Maryland corporation issued by the State of Maryland on September 18, 1998.

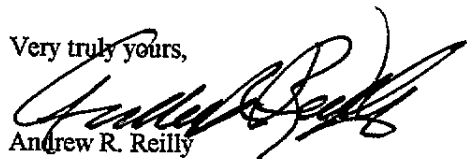
You may contact the following:

Contact person: Terry F. Hall
Day telephone Number: (410) 727-4083
Return Address: Terry F. Hall
c/o Alex Brown Realty, Inc.
225 East Redwood Street
Baltimore, MD 21202

Under separate cover is an Application for Certification of Limited Partnership for Madison Partners, Ltd., a Florida limited partnership of which Brown Madison, Inc., a Maryland corporation is the sole general partner.

If you have any questions on the above, please call me at the above number. As always thank you for your assistance in this matter.

Very truly yours,


Andrew R. Reilly
ARR/adf

xc: Terry F. Hall, Esquire
John H. Marling

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DIVISION OF CORPORATIONS
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9/23

092198.2LTR (98R632) ADF 09/21/98

*"The courts shall be open to every person for redress of any injury,
and justice shall be administered without sale, denial or delay."*

Article I, § 21 - Florida Constitution

**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. Brown Madison, Inc.
(Name of corporation: the word "INCORPORATED," or "COMPANY," or "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. September 18, 1998
(Date of Incorporation)
4. Perpetual
(Duration)
5. Applied for
(Federal Employer Identification Number, if applicable)
6. September 21, 1998
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 225 East Redwood Street, Baltimore, Maryland 21202
(Current mailing address)
8. Sole general partner in FL limited partnership which will acquire real
(Corporate purposes and nature of business in which it is engaged in Florida) prop. for development
9. Names and addresses of officers and/or directors:

A. Directors:

Chairman: John M. Prugh
Address: 225 East Redwood Street,
Baltimore, MD 21202

Vice Chairman: Peter E. Bancroft
Address: 225 East Redwood Street
Baltimore, MD 21202

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Director: Terry F. Hall
Address: 225 East Redwood Street
Baltimore, MD 21202

Director: _____
Address: _____

B. Officers:

President: John M. Prugh
Address: 225 East Redwood Street
Baltimore, MD 21202

Vice President: Peter E. Bancroft
Address: 225 East Redwood Street
Baltimore, MD 21202

VP/ Secretary: Terry F. Hall
Address: 225 East Redwood Street
Baltimore, MD 21202

Treasurer: Timothy M. Gisriel
Address: 225 East Redwood Street
Baltimore, MD 21202

(If needed you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of registered agent:

Name: Andrew R. Reilly
Office Address: 95 South 10th Street, Haines City, FL 33845

11. 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 property 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: _____

Andrew R. Reilly

12. 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.

13. Terry F. Hall
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Terry F. Hall, Vice President/Secretary
(Name and capacity of person signing application)

STATE OF MARYLAND

666672

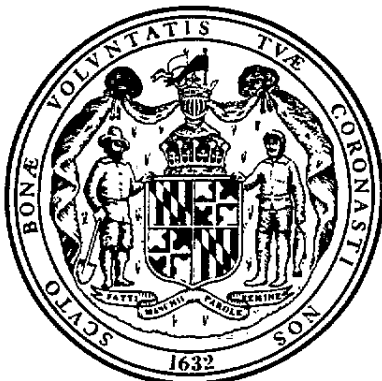
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

I, BETTY CHASE 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 BROWN MADISON, 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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DIVISION OF CORPORATIONS
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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 18TH DAY OF SEPTEMBER, 1998.

Betty Chase
BETTY CHASE
CHARTER DIVISION