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November 20, 1998

VIA FEDERAL EXPRESS

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

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-11/24/98--01045--008
*****70.00 *****70.00

TRANSMITTAL LETTER

Re: The TC-Twelve Oaks Company; and
The TC-Windermere Lakes Company

Dear Sir or Madam:

In order to register the two (2) Maryland general partnerships referenced above, please find enclosed the following:

1. "Partnership Registration Statement" with a firm check in the amount of \$50.00 for The TC-Twelve Oaks Company;
2. "Partnership Registration Statement" with a firm check in the amount of \$50.00 for The TC-Windermere Lakes Company;
3. "Partnership Registration Statement" with a firm check in the amount of \$50.00 for The TC Property Company II;
4. "Application by Foreign Corporation for Authorization to Transact Business in Florida", a Certificate of Existence and a firm check in the amount of \$70.00 for The Town and Country Holding Corporation II;
5. "Application by Foreign Limited Partnership for Authorization to Transact Business in Florida", an "Affidavit of Capital Contributions for Foreign Limited Partnership" and a firm check in the amount of \$1785.00 for The TC Operating Limited Partnership;

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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9/12/3

FF \$70.00

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November 18, 1998

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6. "Application by Foreign Corporation for Authorization to Transact Business in Florida", a Certificate of Existence and a firm check in the amount of \$70.00 for The Town and Country Oriole Corporation; and
7. "Application by Foreign Corporation for Authorization to Transact Business in Florida", a Certificate of Existence and firm check in the amount of \$350.00 for The Town and Country Trust.

Please return all correspondence concerning this matter to the undersigned at the above address. Please do not hesitate to call me collect should you have any questions in respect of this matter.

Sincerely,


Bryan H. Falk

Enclosures

cc: Samuel S. Pearlman, Esq.

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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.

The Town and Country Oriole Corporation

1. (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. Delaware
(State or country under the law of which it is incorporated)

3. 52-1838100
(FEI number, if applicable)

4. August 5, 1993
(Date of incorporation)

5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. December 1, 1998
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 100 South Charles Street, Suite 1700

Baltimore, Maryland 21201
(Current mailing address)

8. acquire, own and operate real property
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: CT CORPORATION SYSTEM

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(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.

CT CORPORATION SYSTEM

(Registered agent's signature)

JOYCE A. GILBERT
ASSISTANT SECRETARY

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: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Alfred Lerner

Address: 100 South Charles Street, Suite 1700
Baltimore, Maryland 21201

Vice Chairman: _____

Address: _____

Director: Harvey Schulweis

Address: 100 South Charles Street, Suite 1700
Baltimore, Maryland 21201

Director: James H. Berick

Address: 1350 Eaton Center, 1111 Superior Avenue
Cleveland, Ohio 44114

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Harvey Schulweis

Address: 100 South Charles Street, Suite 1700
Baltimore, Maryland 21201

Vice President: Michael H. Rosen

Address: 100 South Charles Street, Suite 1700
Baltimore, Maryland 21201

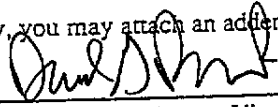
Secretary: Daniel G. Berick

Address: 1350 Eaton Center, 1111 Superior Avenue
Cleveland, Ohio 44114

Treasurer: Jennifer C. Munch

Address: 100 South Charles Street, Suite 1700
Baltimore, Maryland 21201

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. Daniel G. Berick, Secretary
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE TOWN AND COUNTRY ORIOLE CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINETEENTH DAY OF NOVEMBER, A.D. 1998.

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DIVISION OF CORPORATIONS
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A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9415751

DATE: 11-19-98