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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 051081 4717887

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 78.75

ORDER DATE : December 3, 1998

ORDER TIME : 1:56 PM

ORDER NO. : 051081-005

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CUSTOMER NO: 4717887

CUSTOMER: Alan M. Frieden, Esq
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Chesapeake, VA 23320-2840

W 12/3
FILED
98 DEC -3 PM 3:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FOREIGN FILINGS

NAME: SANDLER WEST PALM BEACH
INVESTMENT, INC.

XXXX QUALIFICATION (TYPE: CO)

File First

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
- XX PLAIN STAMPED COPY
- XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janice Vanderslice

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**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. Sandler West Palm Beach Investment, 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. Virginia 3. 54-1916190
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 10/13/98 5. Perpetual
(Date of Incorporation) (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 817.155, F.S.))
7. 448 Viking Drive, Suite 220
Virginia Beach, Virginia 23452
(Current mailing address)
8. Real Estate
(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: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: Corporation Service Company
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.

Corporation Service Company
By: Judith A. Blaneett
(Registered agent's signature)

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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Steven B. Sandler

Address: 1357 Harris Road

Virginia Beach, Virginia 23452

Director: Arthur B. Sandler

Address: 536 Redgate Avenue

Norfolk, Virginia 23507

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

President: Steven B. Sandler

Address: 1357 Harris Road

Virginia Beach, Virginia 23452

Vice President: Nathan D. Benson Raymond L. Gottlieb

Address: 3108 Bishopsgate Court 105 50th Street

Virginia Beach, Virginia 23452

Virginia Beach, Virginia 23451

Secretary: Arthur B. Sandler

Address: 536 Redgate Avenue

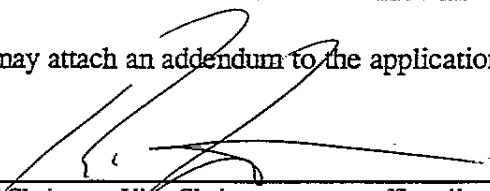
Norfolk, Virginia 23507

Treasurer: Arthur B. Sandler

Address: 536 Redgate Avenue

Norfolk, Virginia 23507

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. Raymond L. Gottlieb, Vice President
(Typed or printed name and capacity of person signing application)

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

SANDLER WEST PALM BEACH INVESTMENT, INC. is a corporation existing under and by virtue of the laws of Virginia, and is in good standing.

The date of incorporation is October 13, 1998.

Nothing more is hereby certified.

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TALLAHASSEE FLORIDA



Signed and Sealed at Richmond
on this Date: October 20, 1998

William J. Bridge

William J. Bridge, Clerk of the Commission