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February 23, 1999

Via Federal Express
 Tel. (850) 488-9000

Florida Department of State
 Division of Corporations
 Post Office Box 6327
 Tallahassee, FL 32314

Re: Filing of Village At East Lake Partnership

000002793460--3
 -03/03/99--01069--001
 ****227.50 ****105.00

Dear Sir,

Enclosed for filing are the following:

A. Domestication of Administrative General Partner of Village at East Lake Partnership.

1. Application By Foreign Corporation For Authorization To Transact Business in Florida.
2. Certificate of Good Standing of Brown VEL, Inc., a Maryland corporation.
3. My firm check in the amount of \$227.50 for:
 - a. \$70.00 Registration Fee.
 - b. \$35.00 Registered Agent Designation.
 - c. \$105.00 Certified copies (2).
 - d. \$17.50 Certificate of Status (2).

B. Register General Partner of Village at East Lake Partnership.

1. Partnership Registration Statement w/Affidavit of Capital Contribution.
2. Copy of Village Partners, a Florida general partnership Certificate No. GP9800001039.
3. My firm check in the amount of \$1907.50 for:
 - a. \$1750.00 Filing Fee.
 - b. \$35.00 Registered Agent Designation.
 - c. \$105.00 Certified copy (2).
 - d. \$17.50 Certificate of Status (2).

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 99 MAR -3 AM 11:42
 TE 3/4

4DEPTSTATE.LTR (99R713) ADF 02/23/99

*"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

Also enclosed is a Federal Express Mailer (pre addressed with our account number). Would you please use it to forward the various certificates and copies to me at:

Andrew R. Reilly & Associates
Andrew R. Reilly, Esquire
95 South 10th Street
Haines City, FL 33844

Thank you for your kind assistance.

Very truly yours,


Andrew R. Reilly
ARR/adf

cc: Alex Brown Realty, Inc.
Attn: Janice Setron

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

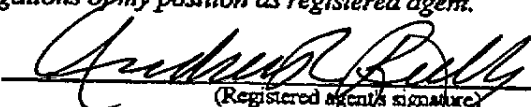
*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:*

1. BROWN VEL, 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. 52-2146429
(FEI number, if applicable)
4. February 17, 1999
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Corporation has not transacted business in Florida.
(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. Real Estate Investments
(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: Andrew R. Reilly

Office Address: 95 S. 10th Street, P.O. Box 2039
Haines City, Florida, 33844
(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.


(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.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR -3 AM 11:48

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: John M. Prugh

Address: 225 East Redwood Street, Baltimore, Maryland 21202

Vice Chairman: Peter E. Bancroft

Address: 225 East Redwood Street

Baltimore, Maryland 21202

Director: Terry F. Hall

Address: 225 East Redwood Street

Baltimore, Maryland 21202

Director:

Address:

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

President: John M. Prugh

Address: 225 East Redwood Street

Baltimore, Maryland 21202

Vice President: Peter E. Bancroft

Address: 225 East Redwood Street

Baltimore, Maryland 21202

VP/Secretary: Terry F. Hall

Address: 225 East Redwood Street

Baltimore, Maryland 21202

Treasurer: Timothy M. Gisriel

Address: 225 East Redwood Street

Baltimore, Maryland 21202

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

13. Terry F. Hall
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Terry F. Hall, Vice President/Secretary
(Typed or printed name and capacity of person signing application)

STATE OF MARYLAND

710508

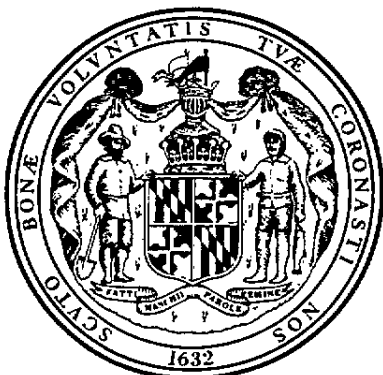
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

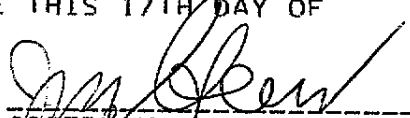
I, JOSEPH V. STEWART OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT SAID DEPARTMENT, BY THE LAWS OF SAID STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATE CHARTERS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE; AND I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT BROWN VEL, 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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR -3 AM 11:48



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 17TH DAY OF FEBRUARY, 1999.


JOSEPH V. STEWART
CHARTER SPECIALIST