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LAW OFFICES
RUDNICK, WOLFE, EPSTEIN & ZEIDMAN
A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS
555 12TH STREET, N.W.

SUITE 600
WASHINGTON, D.C. 20004-1202
(202) 879-0680
FAX (202) 879-0688

July 11, 1996

RUDNICK & WOLFE
101 EAST KENNEDY BLVD.
SUITE 1000
TAMPA, FLORIDA 33602-2111
(813) 329-2111
FAX (813) 329-1447

RUDNICK & WOLFE
111 NORTH CALVERT STREET
SUITE 2700
BALTIMORE, MARYLAND 21201-3100
(410) 385-0400
FAX (410) 385-3101

RUDNICK & WOLFE
301 NORTH LA SALLE STREET
SUITE 1000
CHICAGO, ILLINOIS 60601-1293
(312) 342-4001
FAX (312) 334-7916

VIA FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: BGL L.C.

700001892367
-07/12/96--01060--001
****337.50 ****337.50

Dear Sir or Madam:

Enclosed please find the original and one copy of Articles of Organization for filing with regard to BGL, L.C. Also enclosed is a check in the amount of \$337.50 for the filing fee plus the cost for a certified copy. I would appreciate it if you would return the certified copy to me at the above address.

If you have any questions, please don't hesitate to call. Thank you for your cooperation in this matter.

Sincerely,

Karen S. Faucette
Karen S. Faucette
Secretary to
Joseph E. Resende

,ksf

Enclosures

mer

7/12/96
FILED
96 JUL 11 AM 9:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
BGI, L.C.

FILED
JUL 11 AM 9:40
CLERK OF DISTRICT COURT
HALLANDALE BEACH, FLORIDA

These Articles of Organization, to be effective upon filing, are entered into for the purpose of forming a limited liability company pursuant to the Florida Limited Liability Company Act (the "Act").

FIRST: The name of the limited liability company is BGI, L.C. (the "Company").

SECOND: The purposes for which the Company is formed are as follows:

A. To acquire, develop, construct, own, manage, finance, lease or otherwise deal with real estate on its own behalf or on behalf of other persons or entities;

B. To invest in real estate, real estate mortgages and other investments;

C. To act as general partner, limited partner, joint venturer, beneficiary, trustee or other participant in other entities formed for the purpose of acquiring, developing, constructing, owning, managing, financing, leasing, otherwise dealing with or investing in real estate, real estate mortgages or other investments; and

D. To engage in any act or activity for which limited liability companies may be formed under the Act.

The foregoing purposes, objects and businesses of the Company are made in furtherance, and not in limitation, of the powers conferred upon the Company by law, and are not intended, by the mention of any particular purpose, objective or business, to in any manner limit or restrict the generality of any other purpose, objective or business mentioned, or to limit or restrict any of the powers of the Company. The Company is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to limited liability companies which are contained in the Act.

THIRD: The Company's mailing address and principal office within the State of Florida shall be 1149 Periwinkle Way, Sanibel Island, Florida 33957.

FOURTH: The Company's registered agent shall be John J. Naumann, a Florida resident, with an address of 1149 Periwinkle Way, Sanibel Island, Florida 33957.

FIFTH: The Members of the Company are authorized to make, alter or repeal Regulations to govern the affairs of the Company. Such Regulations shall be adopted by the consent of a majority in ownership interest of the Members and may be altered or repealed in accordance with their terms.

SIXTH: The Initial Members of the Company are as follows:

Jeffrey J. Milton
7945 MacArthur Boulevard
Suite 214
Cabin John, Maryland 20818

Split Tree Corporation
7945 MacArthur Boulevard
Suite 214
Cabin John, Maryland 20818

John J. Naumann
1149 Periwinkle Way
Sanibel Island, Florida 33957

Gregory M. Kapfer
7945 MacArthur Boulevard
Suite 214
Cabin John, Maryland 20818

Additional Members may be admitted to the Company in accordance with its Regulations by the consent of a majority in ownership interest of the Members.

SEVENTH: The Members may continue the business of the Company on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in accordance with the Regulations by the consent of a majority in ownership interest of the Members.

EIGHTH: The affairs of the Company shall be managed by its Managers pursuant to the Regulations. The initial Managers of the Company who will serve until their successors are elected and qualify are as follows:

Jeffrey J. Milton
7945 MacArthur Boulevard
Suite 214
Cabin John, Maryland 20818

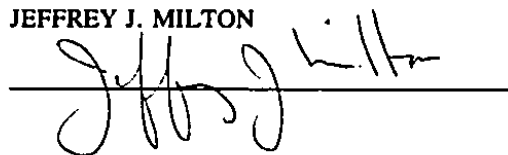
John J. Naumann
1149 Periwinkle Way
Sanibel Island, Florida 33957

Gregory M. Kapfer
7945 MacArthur Boulevard
Suite 214
Cabin John, Maryland 20818

NINTH: The duration of the Company shall be until December 31, 2010.

IN WITNESS WHEREOF, the undersigned Member has caused these Articles of Organization to be executed as of July 9, 1996, and acknowledges same to be his act and deed.

JEFFREY J. MILTON

A handwritten signature of Jeffrey J. Milton, written in dark ink, is positioned over a horizontal line. The signature is stylized and cursive.

7-09-1998 5:08PM

FROM SANCTUARY DEV 3012297730

P. 1

CONSENT TO SERVE AS REGISTERED AGENT

The undersigned, John J. Naumann, by his signature hereon, evidences his consent to serve as the registered agent for service of process of BGI, L.C. in the State of Florida in accordance with the Florida Limited Liability Company Act and affirms that he is familiar with and accepts the obligations of that position.

Registered Agent:


John J. Naumann

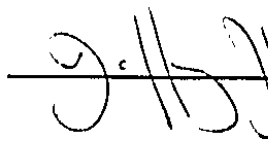
AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Jeffrey J. Milton, a Member of BGI, L.C., a Florida limited liability company (the "Company"), who, upon being sworn, certifies as follows:

1. The Company has four Members. They are Jeffrey J. Milton, John J. Naumann, Split Tree Corporation and Gregory M. Kapfer.
2. The amount of capital of the Members is \$1,000 in cash.
3. The anticipated amount of any additional capital of the Members is \$-0-.

Dated this 9th day of July, 1996.

JEFFREY J. MILTON,
Member



FILED
96 JUL 11 AM 9:40
CLERK OF THE CIRCUIT COURT
TALLAHASSEE, FLORIDA

STATE OF MARYLAND)
) ss:
COUNTY OF MONTGOMERY)

The foregoing instrument was acknowledged before me this 10th day of July, 1996, by Jeffrey J. Milton, a Member of BGI, L.C., and who is either personally known to me or who has produced _____ as form of identification.


Notary Public

My Commission Expires: _____

CAROLYN BETHEA-SMITH
NOTARY PUBLIC STATE OF MARYLAND
My Commission Expires September 1, 1999