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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Articles of Organization
of
775 NORTHLAKE BLVD. ACQUISITION, L.C.**

ARTICLE I

Name and Duration

The name of this Limited Liability Company is 775 NORTHLAKE BLVD. ACQUISITION, L.C. (hereinafter referred to as the "Company"). The duration of the Company shall commence upon the filing of these Articles of Organization and terminate upon the event of death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, or the occurrence of any other event that terminates the continued membership of a Member in the Company, whereupon the Company shall terminate and be dissolved unless the remaining Members shall unanimously elect to remain in existence and continue in business.

ARTICLE II

Principal Office

The mailing address and street address of the principal office of the Company is 1338 Sulphur Spring Road, Baltimore, Baltimore County, Maryland 21227, or such other place as the Members of the Company may determine from time to time.

ARTICLE III

Registered Office and Agent

The address of the registered office of the Company in the State of Florida is 200 South Orange Avenue, Suite 2300, Orlando, Florida 32801-3432. The name of the registered agent at such address is A.G.C. Co.

ARTICLE IV

Company Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Company are to engage in any lawful act or activity for which limited liability companies may be organized under the Florida Limited Liability Company Act.

ARTICLE V

Initial Members

The names and addresses of the initial members of the Company (the "Members") are:

- (1) Michael P. Bell
c/o Arnold R. Silbiger
1338 Sulphur Spring Road
Baltimore, Maryland 21227
- (2) Robert J. Bell
c/o Arnold R. Silbiger
1338 Sulphur Spring Road
Baltimore, Maryland 21227

ARTICLE VI

Admission of Additional Members

Additional members may be admitted from time to time only upon the written consent of a majority in interest of the Members, and the managing members shall determine the amount and nature of contributions by additional members at the time the additional members are admitted.

ARTICLE VII

Management

1. The Company shall be managed by one or more managers. The above named initial members shall serve as managers until the first annual meeting of the Members. The Members shall elect, by a majority in interest of the Members, managers of the

Company to conduct the business affairs of the Company, in accordance with the Regulations.

ARTICLE VIII

Regulations

The power to adopt, alter, amend or repeal the regulations of the Company is vested in the Members as provided in the regulations of the Company.

ARTICLE IX

Transferability of Members' Interest

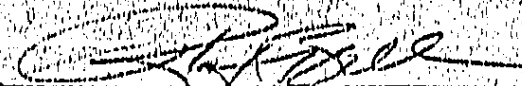
A Member's interest in the Company is not assignable or transferable in whole or in part, unless all of the non-assigning or non-transferring Members unanimously consent in writing to the assignment or transfer. A unanimous written consent of all the remaining Members is required if the assignee or transferee intends to become a Member. Without such consent, the assignee or transferee shall not be entitled to become a Member or to participate in the management of the Company, but shall be entitled only to the share of profits, other compensation or return of contributions to which the transferor otherwise would be entitled.

ARTICLE X

Continuation of Business

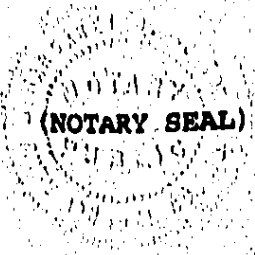
The remaining members of the Company shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a member in the Company. The business of the Company may be continued only on the unanimous consent of the remaining Members.


DATED as of the 27th day of September, 1996.


Robert J. Bell, Member

STATE OF MARYLAND)
COUNTY OF ANNE ARUNDEL) ss.

The foregoing instrument was acknowledged before me this 27th day of Sept, 1996, by Robert J. Bell on behalf of the Company, as one of its Members. He is personally known to me or has produced _____ as identification.




(Notary Signature)
MARGARET J. GORTON
(Notary Name Printed)
NOTARY PUBLIC
Commission No. 11/1/99
Expiry

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July 17, 1996

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Florida Statute Section 608.415, the undersigned Limited Liability Company submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the limited liability company is 775 NORTHLAKE BLVD. ACQUISITION, L.C.

2. The name and address of the registered agent and office is: A.G.C. Co., 200 South Orange Avenue, Suite 2300, Orlando, Florida 32801-3432.

Having been named as registered agent and to accept service of process for the above-named limited liability company at the place designated in this certificate, the undersigned, by and through its duly elected officer, hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of the position as registered agent.

Dated: September 20, 1996.

A.G.C. Co.

By: 

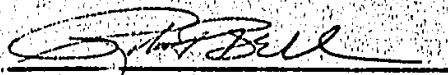
JERRY R. WIMSATT
As its: Vice President

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of 775 NORTHLAKE BLVD.
ACQUISITION, L.C., deposes and says:

1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the members is \$100.00.
3. The agreed value of property other than cash contributed by members is \$0.
4. The total amount of cash or property anticipated to be contributed by members is \$100.00. This total includes amounts from 2. and 3. above.

In accordance with Section 608.408(3), Florida Statutes, this execution of this affidavit constitutes an affirmation under penalties of perjury that the facts stated here are true.


Robert J. Bell

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July 17, 1996

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