

L98000000672



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 822370 6099A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : May 18, 1998

ORDER TIME : 11:34 AM

ORDER NO. : 822370-010

CUSTOMER NO: 6099A

100002527701--2
-05/18/98--01073--021
****346.25 ****346.25

CUSTOMER: Ms. Laraine C. Charbonneau
MOYLE FLANIGAN KATZ FITZGERALD
& SHEEHAN
625 N. flagler Drive, 9th Floor
P. O. Box 3888
West Palm Beach, FL 33401

DOMESTIC FILING

NAME: LAKE WASHINGTON SQUARE
GENERAL PARTNER, L.C.

EFFECTIVE DATE:

 ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

File / ST
98 MAY 26 PM 3:45
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

(B)(7)

5/26/98

98 MAY 18 PM 2:35
DIVISION OF CORPORATIONS
RECEIVED



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

File 1st

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 26 PM 3:45

May 19, 1998

DANIEL LEGGETT
CSC NETWORKS
TALLAHASSEE, FL

RESUBMIT

Please give original
submit by date as file date.

SUBJECT: LAKE WASHINGTON SQUARE GENERAL PARTNER, L.C.
Ref. Number: W98000011340

We have received your document for LAKE WASHINGTON SQUARE GENERAL PARTNER, L.C. and your check(s) totaling \$346.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

Current Florida law requires that limited liability companies must have TWO members. This may change in the near future.

Please title the Affidavit -- "AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS."

The affidavit must also list 3 MONEY AMOUNTS. It must list the cash contributions of the members to date. It must list the value of any property being contributed by the members. (If this amount is "ZERO," the Affidavit must state that the amount is ZERO.) And then it must list the total value of all cash and property anticipated to be contributed by the members. This third amount would have to be at least as great as the sum of the first two amounts.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 398A00027805

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DIVISION OF CORPORATIONS
MAY 26 PM 2:39

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SECRETARY OF CORPORATIONS
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**ARTICLES OF ORGANIZATION
OF
LAKE WASHINGTON SQUARE GENERAL PARTNER, L.C.**

The undersigned hereby forms and establishes a limited liability company under the laws of the State of Florida.

ARTICLE I

The name of this limited liability company is Lake Washington Square General Partner, L.C. ("Company").

ARTICLE II

This limited liability company shall have the perpetual existence from the date of filing these Articles with the Department of State unless sooner terminated by law.

ARTICLE III

The mailing address and street address of the principal place of business of the Company is c/o Wilton L. White, Esquire, 625 North Flagler Drive, 9th Floor, West Palm Beach, Florida 33401. The Company may at its discretion, at any time, change the address of its principal place of business.

ARTICLE IV

The name and street address of the initial registered agent of this Company is Wilton L. White, Esquire, 625 North Flagler Drive, 9th Floor, West Palm Beach, Florida, 33401.

ARTICLE V

The management of this Company shall be vested in a manager who shall serve until the first annual meeting of the members or until their successor has been duly elected. The name and

mailing address of the manager ("Manager") is as follows: ARCGP Limited Partnership, a Maryland limited partnership, whose address is 8227 Old Courthouse Road, Suite 100, Vienna, Virginia 22182.

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ARTICLE VI

Additional members may be admitted to this Company upon such terms and conditions as may be established by the Manager.

ARTICLE VII

The business of this Company shall be dissolved 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 this Company, unless all the managers and a majority in interest of the remaining members consent to the continuation of the business of the Company within ninety days of the occurrence of any event which would otherwise terminate the existence of this Company

ARTICLE VIII

The power to adapt, alter, amend or repeal the regulations of the Company shall be vested in the Manager. Regulations adopted by the Manager may be repealed or altered, new regulations may be adopted by the Manager and the Manager may prescribe that such regulations may not be altered, amended or repealed

ARTICLE IX

Informal Action of Members. Any action of the members may be taken without a meeting and consent in writing setting forth the action so taken shall be signed by all members

who will be entitled to vote upon such action at a meeting and filed with the Manager as part of the Company's records.

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ARTICLE X

Contracting Debt. Except as otherwise provided by law, no debt shall be contracted nor liability incurred by or on behalf of this Company except by the Manager.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 22nd day of May, 1998.

ARCGP Limited Partnership,
a Maryland limited partnership

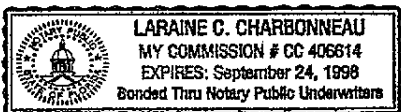
By: Wilton L. White

Title: Authorized Representative

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

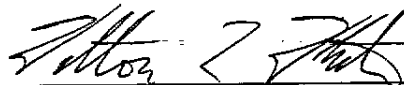
The foregoing instrument was acknowledged before me this 22nd day of May, 1998, by Wilton L. White, as an authorized representative of ARCGP LIMITED PARTNERSHIP, a Maryland limited partnership, who is personally known to me, OR has produced N/A as identification.

(NOTARY STAMP)



Laraine C. Charbonneau
(Notary Name: LARAIN C. Charbonneau)
Notary Public
Serial (Commission) Number _____
(If any) _____

I am familiar with and hereby acknowledge and accept the obligations of the Registered Agent for Washington Square General Partner, L.C.



Wilton L. White, Esquire
Registered Agent

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DIVISION OF CORPORATIONS
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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTION OF
LAKE WASHINGTON SQUARE GENERAL PARTNER, L.C.**

COMES NOW, LAKE WASHINGTON SQUARE GENERAL PARTNER, a
Florida limited liability company (the "Company"), through ARCGP LIMITED PARTNERSHIP
a Maryland limited partnership, a member and manager of the Company, who, pursuant to Florida
Statute Section 608.407(2), deposes and says:

1. The Company has two members.
2. The amount of capital contribution of the members equals \$5,000,000.00.
3. The amount of real property contributed by the members is \$-0-.
4. The anticipated amount of future capital and real property contributions of the members is \$-0-.

FURTHER, Affiant sayeth not.

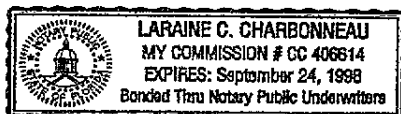
Dated: May 22nd, 1998.

ARCGP LIMITED PARTNERSHIP,
a Maryland limited partnership

By: *Wilton L. White*
Title: Authorized Representative

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 22nd day of May, 1998, by
Wilton L. White, who is an authorized signatory of ARCGP LIMITED PARTNERSHIP, and who
is personally known to me, OR has produced N/A as
identification.



(NOTARY STAMP)

Laraine C. Charbonneau
Notary Name: LARAIN C. Charbonneau
Notary Public
Serial (Commission) Number
(If any) _____