



**THE UNITED STATES
CORPORATION**
C O M P A N Y

ACCOUNT NO. : 072100000032

REFERENCE : 822370 6099A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 27 PM 4:03

ORDER DATE : May 18, 1998

ORDER TIME : 1:50 PM

ORDER NO. : 822370-030

CUSTOMER NO: 6099A

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

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***1807.50 ***346.25

DOMESTIC FILING

NAME: RIALTO 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

Name	
Availability	<i>mbt</i>
Document	
Examiner	<i>mbt</i>
Updater	<i>mbt</i>
Updater	
Verifier	<i>mbt</i>
Acknowledgement	<i>mbt</i>
W. P. Verifier	<i>mbt</i>

**ARTICLES OF ORGANIZATION
OF
RIALTO GENERAL PARTNER, L.C.**

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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 Rialto 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.

ARTICLE VI

Additional members may be admitted to this Company upon such terms and conditions 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

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

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: [Signature]

Title: Authorized Representative

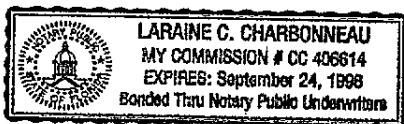
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STATE OF FLORIDA)
COUNTY OF PALM BEACH)


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

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

(NOTARY STAMP)



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



Wilton L. White, Esquire
Registered Agent

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTION
OF RIALTO GENERAL PARTNER, L.C.**

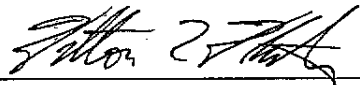
COMES NOW, RIALTO GENERAL PARTNER, L.C., a Florida limited liability company (the "Company"), through ARCGP LIMITED PARTNERSHIP, a Maryland limited partnership, a member and manager of the Company, who, pursuant to Florida Statute Section 608.407(2), deposes and says:

1. The Company has two members.
2. The amount of capital contribution of the members equals \$10,000,000.00.
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 22, 1998.

ARCGP LIMITED PARTNERSHIP,
a Maryland limited partnership

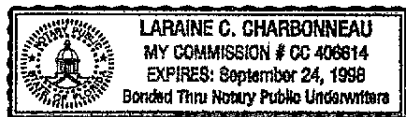
By: 

Title: Authorized Representative

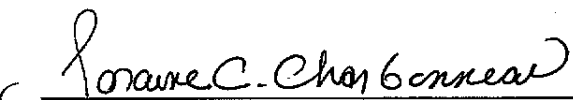
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STATE OF FLORIDA)
COUNTY OF PALM BEACH)

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



(NOTARY STAMP)


Notary Name: LARAIN C. Charbonneau
Notary Public
Serial (Commission) Number