

L980000002854



ACCOUNT NO. : 072100000032

REFERENCE : 042601 9512A

AUTHORIZATION :

Patricia Pizot

COST LIMIT : \$ 346.25

ORDER DATE : November 24, 1998

ORDER TIME : 11:41 AM

ORDER NO. : 042601-005

CUSTOMER NO: 9512A

CUSTOMER: Steven Lederer, Esq
STEVEN J. LEDERER, ESQ
STEVEN J. LEDERER, ESQ
Suite 100
2450 Ne Miami Gardens Drive
North Miami Bea, FL 33180

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DOMESTIC FILING

NAME: HOLLYWOOD CIRCLE HOLDINGS,
L.L.C.

EFFECTIVE DATE:

XX 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: Jeanine Reynolds

EXAMINER'S INITIALS:

Name	<i>MAH</i>
Availability	<i>MAH</i>
Document Examiner	<i>MAH</i>
Updater	<i>MAH</i>
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Acknowledgement	<i>MAH</i>
V. P. verifier	<i>MAH</i>

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DIVISION OF CORPORATIONS
98 NOV 24 PM 3:22

**ARTICLES OF ORGANIZATION
OF
HOLLYWOOD CIRCLE HOLDINGS, L.L.C.**

1. The name of the limited liability company is Hollywood Circle Holdings, L.L.C. (the "Company").
2. The mailing address of the Company and the street address of the principal office of the Company are:

c/o Gary R. Jaffe
3 Bethesda Metro Center
Suite 430
Bethesda, Maryland 20814

3. The name and registered office of the initial registered agent of the Company in Florida are:

Steven L.J. Lederer, Esquire
2450 N.E. Miami Gardens Drive
Suite 100
N. Miami Beach, Florida 33180

The registered agent is an individual who resides in the State of Florida, and whose business office is identical with such registered office.

4. The period of duration of the Company shall be perpetual.
5. The Company is to be managed by a manager or managers. The name and address of the initial manager of the Company, who is to serve as manager until his successor(s) is (are) elected and qualify, are as follows:

Name:

Gary R. Jaffe

Address:

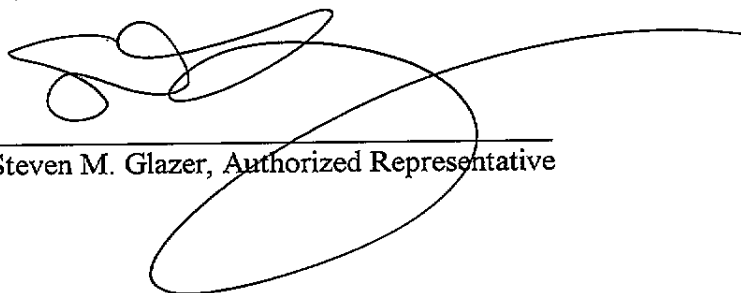
3 Bethesda Metro Center
Suite 430
Bethesda, Maryland 20814

6. The rights and authority of the members of the Company shall be governed by a separate written Operating Agreement among the members, and no member of the Company, solely by virtue of being a member, shall have authority to bind the Company. The Operating Agreement in its entirety and its amendments shall be in writing.

[Signature Appears on Following Page]

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Signed this 23rd day of November, 1998.



Steven M. Glazer, Authorized Representative

ACCEPTANCE OF REGISTERED AGENT

*I, STEVEN L. J. LEDERER, Esquire, the undersigned, having
been designated as the Registered Agent in the above and foregoing
Articles of Incorporation of:*

HOLLYWOOD CIRCLE HOLDINGS, L.L.C.

*do hereby accept such designation and agree to comply with the laws
of the State of Florida relative thereto.*

By: 

STEVEN L. J. LEDERER, Esquire
Registered Agent
Suite 100
2450 N. E. Miami Gardens Drive
North Miami Beach, FL, 33180
Phone: (305) 935-6300

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
OF
HOLLYWOOD CIRCLE HOLDINGS, L.L.C.**

The undersigned, as Authorized Representative of Hollywood Circle Holdings, L.L.C., a Florida limited liability company (the "Company"), hereby certifies:

1. The Company has at least one member.
2. The amount of cash and the agreed value of property other than cash contributed by the members to the Company to date is zero and 00/100 Dollars (\$0.00).
3. The total amount of cash anticipated to be contributed by the members to the Company is Four Million and 00/100 Dollars (\$4,000,000.00). The agreed value of property other than cash anticipated to be contributed by the members to the Company is zero and 00/100 Dollars (\$0.00).

Signed this 23rd day of November, 1998.



Steven M. Glazer, Authorized Representative