

m98000001497



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 059694 4303829

AUTHORIZATION :

COST LIMIT :

\$ *Pittman & Potts*

ORDER DATE : December 10, 1998

ORDER TIME : 10:04 AM

ORDER NO. : 059694-555

CUSTOMER NO: 4303829

CUSTOMER: Barbara B. Erwin, Legal Asst
Shaw, Pittman, Potts &
2300 N Street, N.W.

300002712723--9

Washington, DC 20037

FOREIGN FILINGS

NAME: CCMH PALM BEACH LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

Name	<i>MJS</i>
Availability	<i>MJS</i>
Document Examiner	<i>MJS</i>
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Updater Verifier	<i>MJS</i>
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P. Verifier	<i>MJS</i>

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 15 PM 12:10

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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:*

1. CCMH Palm Beach LLC
(Name of foreign limited liability company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. _____
(FEI number, if applicable)
4. November 25, 1998
(Date of Organization)
5. December 31, 2080
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon filing of qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 10400 Fernwood Drive Road
Bethesda, Maryland 20817
(Street address of principal office)
8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:

TITLE:

NAME & ADDRESS:

TITLE:

See Rider A

MGR

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Rider A

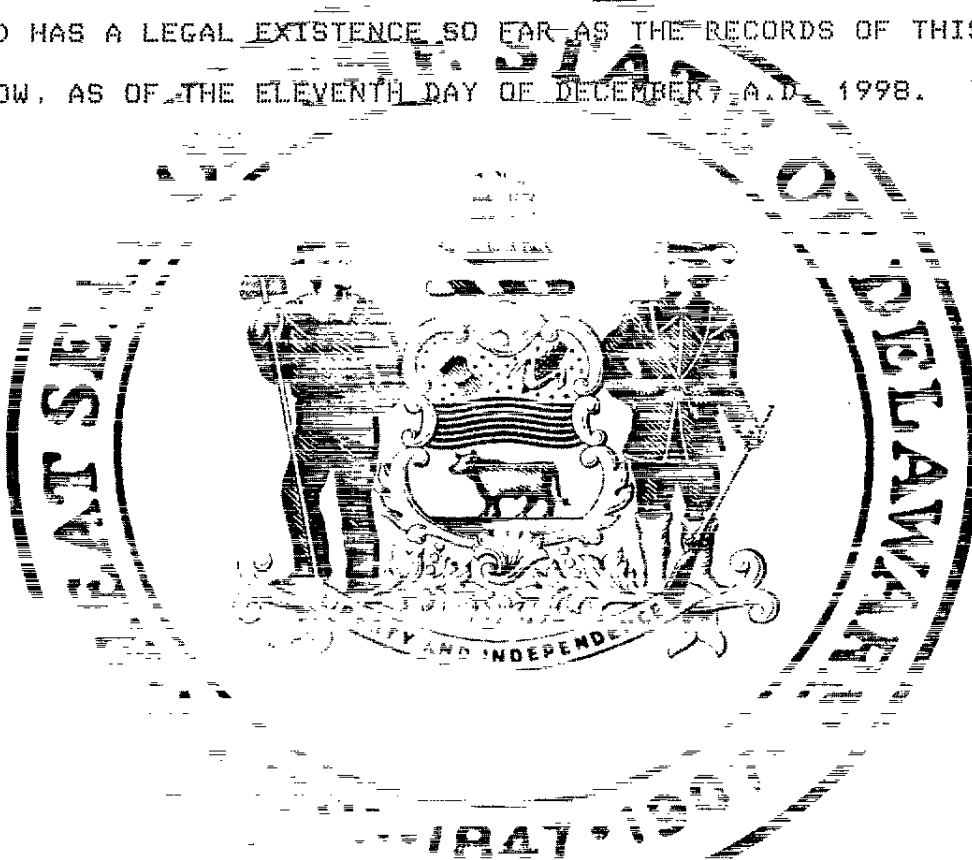
Board of Managers

<u>Name</u>	<u>Address</u>
James L. Francis	10400 Fernwood Road Bethesda, MD 20817
Tracy M.J. Colden	10400 Fernwood Road Bethesda, MD 20817
Bruce F. Stemerman	10400 Fernwood Road Bethesda, MD 20817

Document #: 685013 v.2

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CCMH PALM BEACH LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE ELEVENTH DAY OF DECEMBER, A.D. 1998.



Edward J. Freel

Edward J. Freel, Secretary of State

2971170 8300

981478309

AUTHENTICATION:

9457258

DATE:

12-11-98

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

CCMH Palm Beach LLC

2. The name and the Florida street address of the registered agent and office are:

The Prentice-Hall Corporation System, Inc.
(Name)

1201 Hays Street
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee, FL 32301
City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By: Carol K. Dahl

(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of CCMH Palm Beach LLC

_____certifies:

1) the above named limited liability company has at least one member;

2) the total amount of cash contributed by the member(s) is \$ 100;

3) if any, the agreed value of property other than cash contributed by member(s) is \$ N/A;
(A description of the property is attached and made a part hereto.)
and

4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ 100;
(This total includes amounts from 2 and 3 above.)



Signature of a member or an authorized representative of a member.

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

Tracy M.J. Colden, Manager

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit