

1201 HAYS STREET  
JANUARY 12 1997  
142-800  
P9600058603



PRESIDENTIAL  
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 017457 4320946

AUTHORIZATION : Patricia P. Pugh

COST LIMIT : \$ 175.00

ORDER DATE : July 11, 1996

ORDER TIME : 10:12 AM

ORDER NO. : 017457

CUSTOMER NO: 4320946

700001892197

CUSTOMER: Deborah Ford, Legal Assistant  
TUCKER, FLYER & LEWIS

1615 L Street, N.w.  
Suite #400  
Washington, DC 200365601

DOMESTIC FILING

NAME: NHP FLORIDA MANAGEMENT CO.,  
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX 2 CERTIFIED COPIES  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JUL 12 PM 1:18

cf  
7/12/96

EFFECTIVE DATE

7/11/90

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION 96 JUL 12 PM 1:18

NHP FLORIDA MANAGEMENT CO., INC.

The undersigned Sole Incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

FIRST: The name of the corporation (hereinafter referred to as the "Corporation") is: NHP Florida Management Co., Inc.

SECOND: The street address, and the mailing address, of the principal office of the Corporation is: 8065 Leesburg Pike, Suite 400, Vienna, Virginia 22182.

THIRD: The number of shares that the Corporation is authorized to issue is one thousand (1,000) shares of Common Stock, all of which are of a par value of One Dollar (\$1.00).

FOURTH: The street address of the initial registered office of the Corporation in the State of Florida is: 1201 Hays Street, Suite 105, Tallahassee, Florida 32301. The name of the registered agent of the Corporation at the said registered office is: The Prentice-Hall Corporation System, Inc.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and street address of the Sole Incorporator to these Articles of Incorporation is: Deborah W. Ford, 1615 L Street, N.W., Suite 400, Washington, D.C. 20036.

SIXTH: The duration of the Corporation shall be perpetual.

SEVENTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has

ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

EIGHTH: The corporate existence of the Corporation shall begin on July 11, 1996.

IN WITNESS WHEREOF, the undersigned Sole Incorporator has executed these Articles of Incorporation this 11th day of July, 1996.

SOLE INCORPORATOR

Deborah W. Ford  
Deborah W. Ford

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.

THE PRENTICE-HALL CORPORATION  
SYSTEM, INC.

By: Sheila R. Hawkins  
Name: Sheila R. Hawkins  
Title: Assistant Secretary  
Date: July 11, 1996

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
96 JUL 12 PM 1:18

1201 HAYS STREET  
TALLAHASSEE, FL 32301-2607  
904-222-9071  
904-222-0191 FAX

800-342-0086



**networks**

PRESIDENTIAL  
LEGAL & FINANCIAL SERVICES

**P96000058603**

ACCOUNT NO. :

072106080032

REFERENCE :

034443

AUTHORIZATION :

COST LIMIT : \$ 140.00

ORDER DATE : July 26, 1996

ORDER TIME : 11:31 AM

ORDER NO. : 034443

CUSTOMER NO: 4320946

100001906851

CUSTOMER: Marian Lobl, Legal Assistant  
Tucker, Flyer & Lewis  
1615 L Street, N.W.  
Suite #400  
Washington, DC 200365601

DOMESTIC AMENDMENT FILING

NAME: NHP FLORIDA MANAGEMENT CO.,  
INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY (2 CERT. COPIES.)  
       PLAIN STAMPED COPY \*\*\*\*\*  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS:

FILED  
56 JUL 29 PM 2:39  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

7/29  
J. Moran  
C.C.-2

ARTICLES OF AMENDMENT

OF

ARTICLES OF INCORPORATION

OF

NHP FLORIDA MANAGEMENT CO., INC.  
(BEFORE RECEIPT OF PAYMENT FOR ANY STOCK)

96 JUL 29 PM 2:39

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, being the Sole Incorporator of NHP Florida Management Co., Inc. (hereinafter referred to as the "Corporation"), a corporation organized under the Florida General Corporation Act of the State of Florida, hereby certifies that:

1. The Articles of Incorporation of the Corporation are hereby amended to correct the clerical error contained in the name of the Corporation by deleting therefrom Article FIRST, in its entirety, and substituting in lieu thereof the following:

"FIRST. The name of the corporation (hereinafter referred to as the 'Corporation') is: NHP Florida Management Company."

2. No directors of the Corporation have as yet been elected or named in the original Articles of Incorporation of the Corporation.

3. The Corporation has no outstanding shares of stock and has not received any payment for any of its stock, nor is shareholder action required to effect this amendment.

4. The above amendment has been duly adopted in accordance with the provisions of Section 607.1005 of the Florida General Corporation Act of the State of Florida.

5. The date of adoption of the above amendment is July 11, 1996.

IN WITNESS WHEREOF, I have signed these Articles of Amendment on this 11th day of July, 1996.

SOLE INCORPORATOR

  
Deborah W. Ford