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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 940761 12000A

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia Pizito

ORDER DATE : August 26, 1998

ORDER TIME : 11:59 AM

ORDER NO. : 940761-005

700002625747--0

CUSTOMER NO: 12000A

CUSTOMER: June Emberton, Legal Assistant
SHAPIRO & ADAMS, P.A.

Suite 272
2401 Pga Boulevard
Palm Beach Gard, FL 33410

DOMESTIC FILING

NAME: RISMAN MELBOURNE CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 26 PM 2:14

RECEIVED
98 AUG 26 PM 1:12
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF

RISMAN MELBOURNE CORP.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 26 PM 2:14

The undersigned hereby makes, subscribes, acknowledges and files these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I -- NAME

The name of the Corporation shall be Risman Melbourne Corp. ("Corporation"). The mailing address is: 24500 Chagrin Boulevard, Beachwood, Ohio 44122.

ARTICLE II -- DURATION

The Corporation shall have perpetual existence.

ARTICLE III -- PURPOSE

The purpose of this Corporation is limited solely to:

(a) being a member in Melbourne Beach, L.L.C., a Florida limited liability company ("Company"), which is entering into a loan transaction with Capital Lease Funding, L.P. [together with its successors and assigns ("Lender")] for the purpose of obtaining a mortgage loan ("Loan") that will be included in a mortgage pool in respect of which commercial mortgage pass-through certificates ("Certificates") will be issued;

(b) acting as and exercising all authority as a member of the Company; and

(c) transacting any and all lawful business for which a corporation may be organized under the laws of the State of Florida that is incident, necessary and appropriate to accomplish the foregoing.

In connection with the foregoing:

(a) The Corporation shall not incur any indebtedness, except as it incurs such indebtedness as a member of the Company pursuant

to FS 608 (the "Act").

(b) The Corporation shall not, and shall not cause or permit the Company to, engage in any dissolution, liquidation, consolidation, merger or sale of assets.

(c) So long as the Loan or any other amounts owed to the Lender with respect to the Loan remain outstanding, the Corporation shall not, and shall not cause or permit the Company to, amend its organizational documents without the prior written consent of the Lender.

(d) No transfer of any direct or indirect ownership interest in the Corporation such that the transferee owns more than 49% interest in the Corporation (or such other interest as is specified in the documents relating to the Loan or by the rating agencies (the "Rating Agencies") providing ratings on the Certificates on their date of issuance) may be made unless such transfer is conditioned upon the delivery of an acceptable non-consolidation opinion to the Lender and to the Rating Agencies concerning, as applicable, the Company, the transferee and/or their respective owners.

(e) The Corporation shall not, nor shall the Corporation cause or permit the Company to: (i) engage in any business activity in which it is not currently engaged; or (ii) take any action that might cause the Corporation or the Company to become insolvent.

(f) The Corporation shall not withdraw from the Company.

(g) The Corporation shall not form, or cause to be formed, any subsidiaries.

The Corporation shall and shall cause the Company to:

(a) Maintain books and records separate from any other person or entity.

(b) Maintain its bank accounts separate from any other person or entity.

(c) Not commingle its assets with those of any other person or entity and will hold all of its assets in its own name.

(d) Conduct its own business in its own name.

(e) Maintain separate financial statements, showing its assets and liabilities separate and apart from those of any other person or entity.

(f) Pay its own liabilities and expenses only out of its own funds.

(g) As appropriate for the organizational structure of the Corporation and the Company, observe all corporate and other organizational formalities.

(h) Enter into transactions with affiliates only on each such transaction is intrinsically fair, commercially reasonable, and on the same terms as would be available in an arm's length transaction with a person or entity that is not an affiliate.

(i) Pay the salaries of its own employees from its own funds.

(j) Maintain a sufficient number of employees in light of its contemplated business operations.

(k) Not guarantee or become obligated for the debts of any other entity or person, except, with respect to the Corporation, to the extent the Corporation is liable for the obligations of the Company under the Act.

(l) Not hold out its credit as being available to satisfy the obligation of any other person or entity.

(m) Not acquire the obligations or securities of its affiliates or owners, including partners, members or shareholders, as appropriate.

(n) Not make loans to any other person or entity or buy or hold evidence of indebtedness issued by any other person or entity (except for cash and investment grade securities).

(o) Allocate fairly and reasonably any overhead expenses that are shared with an affiliate, including paying for office space and services performed by any employee of any affiliate.

(p) Use separate stationery, invoices, and checks bearing its own name.

(q) Not pledge its assets for the benefit of any other person or entity.

(r) Hold itself out as a separate identity.

(s) Correct any known misunderstanding regarding its separate identity.

(t) Not identify itself as a division of any other person or entity.

(u) Maintain adequate capital in light of its contemplated business operations.

(v) File separate tax returns.

ARTICLE IV -- CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of capital stock with a par value of \$.01 per share.

ARTICLE V -- INITIAL REGISTERED OFFICE AND AGENT

The street address in this state of the initial registered office of the corporation is c/o Shapiro & Adams, P.A., 2401 PGA Boulevard, Suite 272, Palm Beach Gardens, Florida 33410 and the name of the initial registered agent at such address is Robert Lee Shapiro.

ARTICLE VI -- INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of not less than one (1) nor more than five (5) members. The number of directors may be increased or decreased from time to time as authorized by the By-Laws, but shall never be less than one (1). The name and address of the initial director is:

Robert R. Risman
24500 Chagrin Boulevard
Beachwood, Ohio 44122

ARTICLE VII -- INCORPORATORS

The name and address of the person signing these Articles is: Shapiro & Adams, P.A., 2401 PGA Boulevard, Suite 272, Palm Beach Gardens, Florida 33410.

IN WITNESS WHEREOF, I have made and subscribed these Articles this 25th day of August, 1998.

Shapiro & Adams, P.A.


By: 

Robert Lee Shapiro, Esq.

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 25th
day of August, 1998, by Robert Lee Shapiro, Esq., as President of
Shapiro & Adams, P.A., who is personally known to me or who has
produced a driver's license as identification and who did take an
oath.

June Emberton
NOTARY PUBLIC
(Notary Seal)



I HEREBY ACCEPT THE DESIGNATION AS REGISTERED AGENT AS SET FORTH IN
THESE ARTICLES OF INCORPORATION.

ROBERT LEE SHAPIRO

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 26 PM 2:14