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NEALON & ASSOCIATES, P.C.

ROBERT B. NEALON*
JAY IAN IGIEL
MOLLY M. GARRETT
ULKA PATEL ❑
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* Also admitted in NY
❑ Admitted in DC & IL only

ATTORNEYS AND COUNSELORS AT LAW
119 NORTH HENRY STREET
ALEXANDRIA, VIRGINIA 22314
TELEPHONE (703) 684-5755 FACSIMILE (703) 684-0153

OF COUNSEL:
LARRY ANDERSON

March 31, 2005

Clerk of the State Corporation Commission
FORM SCC21.2 ENCLOSED,
1300 East Main Street
Tyler Building, 1st floor
Richmond, VA 23219

SB $200
050401 0615

050401 0627-a

Re: Articles of Trust for Lotus Virginia Business Trust

Dear Clerk,

Enclosed are the proposed articles of trust for Lotus Virginia Business Trust, Form SCC21.2 for expedited next day service and a completed UPS airbill for next day delivery. If the articles appear to be in order, please file same and issue a certificate of business trust. Please also use enclosed UPS airbill to send the certificate of trust overnight to our office.

Also enclosed is the registration fee of $100.00 and a separate check for Next Day Service in the amount of $100.00.

Thank you very much for your assistance in this matter.

$100.00
Next day service 100.00
$200.00

Sincerely,

Robert B. Nealon
Organizer

Enclosures

Domestic BT
4/4/05

B000051-5

SCC21.2
(10/04)

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION
CLERK'S OFFICE
PO BOX 1197
RICHMOND, VA 23218-1197
(804) 371-9733
1-866-722-2551 Toll-free in Virginia

Expedited Service Request Business Entity Filing

This form MUST be completed and placed on top of EACH document that is submitted for expedited review and processing.

Entity Name:
LOTUS VIRGINIA BUSINESS TRUST

Entity's SCC ID No. (if known):

Correspondent Name and Address:
Robert B. Nealon, Esq.
Nealon & Associates, P.C.
119 North Henry Street
Alexandria, Virginia 22314

Contact Person: Robert B. Nealon

Phone Number: (703) 684 - 5755 ext

Fax Number: (703) 684 - 0153

E-mail: rbnealon@nealon.com

Return Evidence of Filing:
(mark all that apply)

- [ ] First-Class Mail
- [ ] Hold for Pickup
- [ ] Call for Pickup
- [ ] Fax (Additional charge. See Category D, below.)
- [x] Overnight via UPS Overnight

R79W19
(Account number & completed airbill required.)

Expedited Service(s) Requested: (mark all that apply) — **Expedite Fee(s):** — **FOR OFFICE USE ONLY**

*** See Information & Instructions for description of categories. ***

- [ ] **Category A** Business Entity Documents listed in Schedule A
  - [ ] Same Day Service (In by Noon) — $ 200
  - [x] Next Day Service (In by 4:00 p.m.) — $ 100
- [ ] **Category B** Preliminary Review of a Category A Document – (Next Day Service Only – In by 4:00 p.m.)
  - [ ] Initial Submission — $ 50
  - [ ] Resubmission w/in 30 days of Initial Submission _____ (DCN number of initial submission) — N/C
- [ ] **Category C** Business Entity Documents listed in Schedule C (Next Day Service Only – In by 4:00 p.m.) — $ 50
- [ ] **Category D** Fax Evidence of Expedited Filing — $ 25

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I/O [ ]

*** Remember to include payment for **all** applicable fees (e.g., charter/entrance, reinstatement, filing and expedite fees) ***

CLINTON MILLER
CHAIRMAN

MARK C. CHRISTIE
COMMISSIONER

THEODORE V. MORRISON, JR.
COMMISSIONER

COMMONWEALTH OF VIRGINIA

JOEL H. PECK
CLERK OF THE COMMISSION
P.O. BOX 1197
RICHMOND, VIRGINIA 23218-1197

STATE CORPORATION COMMISSION
Office of the Clerk

April 4, 2005

ROBERT B NEALON
NEALON & ASSOCIATES PC
119 N HENRY ST
ALEXANDRIA, VA 22314

RE: LOTUS VIRGINIA BUSINESS TRUST
ID: B000051 - 5
DCN: 05-04-01-0615

Dear Customer:

This is your receipt for $100.00, to cover the fees for filing articles of trust for a business trust with this office.

This is also your receipt for $100.00 to cover the fee(s) for expedited service(s).

The effective date of the filing is April 4, 2005.

If you have any questions, please call (804) 371-9733 or toll-free in Virginia, 1-866-722-2551.

Sincerely,

Joel H. Peck
Clerk of the Commission

DBTRCPT
BTNCD
CIS0354

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, APRIL 4, 2005

The State Corporation Commission has found the accompanying articles of trust submitted on behalf of

LOTUS VIRGINIA BUSINESS TRUST

to comply with the requirements of law, and confirms payment of all required fees. Therefore, it is ORDERED that this

CERTIFICATE OF TRUST

be issued and admitted to record with the articles of trust in the Office of the Clerk of the Commission, effective April 4, 2005.

STATE CORPORATION COMMISSION

By Mark C. Christie

Commissioner

DBTACPT
CIS0354
05-04-01-0615

ARTICLES OF TRUST

FOR

LOTUS VIRGINIA BUSINESS TRUST

Pursuant to Title 13.1, Chapter 14, Article 2 of the Code of Virginia, the undersigned states as follows:

ARTICLE 1: NAME.

The name of this Virginia Business Trust shall be LOTUS VIRGINIA BUSINESS TRUST (hereinafter referred to as "Trust").

ARTICLE 2: REGISTERED AGENT AND OFFICE.

(a) The registered agent of the Trust shall be Ms. Kimberly D. Chappell, an individual who is a resident of the Commonwealth of Virginia and the trustee of the Trust.

(b) The registered office of the Trust shall be 6260 Dubin Drive, Alexandria, Virginia 22310, located and lying in the City of Alexandria.

ARTICLE 3: PRINCIPAL OFFICE.

The principal office of the Trust shall be 6260 Dubin Drive, Alexandria, Virginia 22310, located and lying in the City of Alexandria.

ARTICLE 4: PURPOSE.

The purpose of the Trust shall be to own and manage property, investments and assets for the benefit of the Beneficial Owners, and any other purpose permitted under Va. Code Ann. §§ 13.1-1200 et seq.

ARTICLE 5: TRUSTEE.

The Trustees of this Trust shall be Ms. Kimberly D. Chappell and Mr. Robert D. Clark, each of 6260 Dubin Drive, Alexandria, Virginia 22310, located and lying in the City of Alexandria. The trustees shall have an equal share of powers, and all powers enumerated in Va. Code Ann. §§ 13.1-122 et seq., and those specifically set forth in any governing instruments of the Trust.

ARTICLE 6: BENEFICIAL OWNERS.

The Beneficial Owners of this Trust shall be the following, each with fifty (50) percent interests:

(1) Kimberly D. Chappell Properties, L.L.C., a Virginia limited liability company, with its registered office and principal office at 6260 Dubin Drive, Alexandria, Virginia 22310, located and lying in the City of Alexandria. S149631-6

(2) Robert D. Clark Properties, L.L.C., a Virginia limited liability company, with its registered office and principal office at 6260 Dubin Drive, Alexandria, Virginia 22310, located and lying in the City of Alexandria. S149630-8

Dated this 31st day of March, 2005.

Robert B. Nealon, Former of Business Trust

3-31-05
Date