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January 23, 2002

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VIA FEDERAL EXPRESS

Mr. Buck Kohr
Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

BK

FILED
JAN 24 PM 12:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Avanti Properties Group, L.L.L.P., a Delaware limited liability limited partnership ("APGLLLP")

Dear Buck:

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-01/24/02--01016--027
***1837.50 ***1837.50

We are now proceeding to qualify the above partnership to do business in Florida. Enclosed are two (2) counterparts of (i) an Application by Foreign Limited Partnership to Transact Business in Florida, and (ii) an Affidavit of Capital Contributions for a Foreign Limited Partnership.

Also enclosed is this firm's check payable to the Florida Department of State in the amount of \$1,837.50 for the filing fee, designation of registered agent and a certified copy of the filed application.

Fortunately, this time we are not on a tight deadline; however, I have still enclosed a return overnight envelope for your use in returning the filed documents to me.

Please call me if you encounter a problem with this filing. Thanks always for your assistance.

Very truly yours,

Debra A. Zeun
Legal Assistant

Enclosures

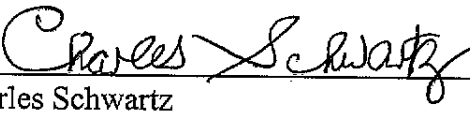
cc: Lynn E. Fowler, Esq.
J. Clifford Lantz, Esq.

LP-1785.00
CERT 52.50

**APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

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1. The name of the foreign limited partnership is Avanti Properties Group, L.L.P., Ltd.
2. The foreign limited partnership's state of formation is Delaware.
3. The foreign limited partnership's date of formation was December 28, 2001.
4. The name of the foreign limited partnership's registered agent for service of process (the "Registered Agent") is Charles Schwartz.
5. The street address for the Registered Agent is 431 E. Horatio Avenue, Suite 210, Maitland, FL 32751.
6. Acceptance by the Registered Agent for service of process:



Charles Schwartz

7. The Florida Secretary of State is hereby appointed registered agent for the foreign limited partnership in the event that the Registered Agent's authority is revoked or the Registered Agent cannot be found or served with reasonable diligence.
8. The address of the foreign limited partnership's principal office is 431 E. Horatio Avenue, Suite 210, Maitland, FL 32751.
8. The name and business address of the foreign limited partnership's sole general partner is Avanti Development Corporation, Suite 210, 431 East Horatio Avenue, Maitland, Florida 32751. K37308
9. The foreign limited partnership shall maintain the names, addresses, and contributions of the limited partners of the foreign limited partnership until such time as the foreign limited partnership's registration in the State of Florida is canceled or withdrawn. The initial office where such names, addresses, and contributions of the limited partners will be kept is 431 E. Horatio Avenue, Suite 210, Maitland, FL 32751.
10. The mailing address of the foreign limited partnership is 431 E. Horatio Avenue, Suite 210, Maitland, FL 32751.

Under penalty of perjury, I, being duly sworn, declare that I have read the foregoing and know the contents thereof and the facts stated herein are true and correct.

Signed this 18th day of January, 2002.

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TALLAHASSEE, FLORIDA

Signature of the Sole General Partner:

AVANTI DEVELOPMENT CORPORATION, a
Florida corporation, sole general partner

By: Charles Schwartz
Charles Schwartz, President

(CORPORATE SEAL)

STATE OF FLORIDA

COUNTY OF ORANGE

On this 18 day of January, 2002, Charles Schwartz personally appeared before me, who is personally known to me.

Janet R Childress
(Notary Public Signature)

(Notary's Printed Name)

My Commission Expires: _____

JANET R. CHILDRESS
Notary Public, State of Florida
My comm. exp. May 27, 2003
Comm. No. CC817450

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

The undersigned general partner of **Avanti Properties Group, L.L.P., Ltd.**,
executed this affidavit filed pursuant to Section 620.169, Florida Statutes.

The total amount of the capital contributions of the limited partners that is allocated
for the purpose of transacting business in Florida is: \$500,000.00.

The Partnership's total limited partner contribution amount is \$3,300,000.00.

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TALLAHASSEE, FLORIDA

Signed this ____ day of _____, 2002.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury I declare that I have read the foregoing and that the facts are true, to the best of my knowledge and belief.

GENERAL PARTNER:

Avanti Development Corporation, a Florida corporation

By: Charles Schwartz

Charles Schwartz, President

(CORPORATE SEAL)

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