

BOY0000000480

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

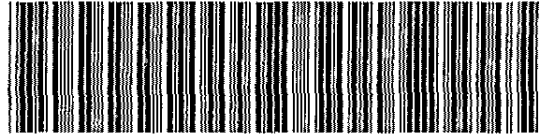
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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Office Use Only



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11/05/04--01010--010 **105.00
11/05/04--01010--011 **35.00

RECEIVED
04 NOV -5 AM 10:19
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
04 NOV -5 PM 12:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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 Tallahassee, Florida 32301
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November 5, 2004

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Georgian Bay Apartments L.P.

(FILE SECOND)

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 TALLAHASSEE, FLORIDA

Filing Evidence

- Plain/Confirmation Copy
- Certified Copy

Type of Document

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate
- Other

Retrieval Request

- Photocopy
- Certified Copy

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input checked="" type="checkbox"/>	Other: LP

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

04 NOV -5 PM 12:40
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. GEORGIAN BAY APARTMENTS L.P.
(Name of limited partnership as it is in the home state)

2. _____
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida must contain the word "LIMITED" or "LTD.")

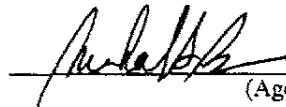
3. DELAWARE 4. JULY 13, 2004
(State of Formation) (Date of Formation)

5. United Corporate Services, Inc.
(Name of Registered Agent for Service of Process)

6. 9200 South Dadeland Boulevard, Suite 508
(Street Address of Registered Office)

Miami, Florida 33156
(City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process:



(Agent must sign on this line) MICHAEL A. BARR - PRESIDENT

8. c/o United Corporate Services, Inc.

874 Walker Road, Suite C, Dover, Delaware 19904
(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS STREET ADDRESS

SAP IV GEORGIAN BAY NF GP L.L.C.

111 Great Neck Road, Suite 408
Great Neck, NY 10021

10. c/o Sterling American Advisors IV LLC, 111 Great Neck Rd., Ste 408, Great Neck, NY 11021
(Office where Names, Addresses and Contributions of Limited Partners are kept.)

11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

12. c/o SAP IV GEORGIAN BAY NF GP L.L.C.

111 Great Neck Road, Suite 408, Great Neck, NY 11021

(Mailing Address of Limited Partnership)

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

Signed this 11TH day of August, 2004

GEORGIAN BAY APARTMENTS L.P.

By: SAP IV GEORGIAN BAY NF GP L.L.C., its sole general partner,

STATE OF New York

By: SAP IV MANAGER INC., its manager,

COUNTY OF Nassau

By: [Signature]

*Richard A. Wilpon
Sr. Executive Vice President*

On this 11TH day of August, 2004

Richard A. Wilpon, personally appeared before me,

who is personally known to me

whose identity I proved on the basis of _____

[Signature]
(Notary Public Signature)

ANITA M. TAPPY
(Notary's Printed Name)

Seal

My Commission Expires: 5/31/07

ANITA M. TAPPY
NOTARY PUBLIC, State of New York
No. 30-4511660
Qualified in Nassau & Suffolk County
Commission Expires 5/31/07

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Richard A. Wilpon, Sr. Executive Vice President of SAP IV Manager Inc., the
general partner of Georgian Bay Apartments L.P., a (an) Delaware
limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 99.00.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 99.00.

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

Signed this 11TH day of August, 2004.

GEORGIAN BAY APARTMENTS L.P.
By: SAP IV GEORGIAN BAY NF GP L.L.C., its
sole general partner,
By: SAP IV MANAGER INC., its manager,

STATE OF New York
COUNTY OF Nassau

By: 
Richard A. Wilpon
Sr. Executive Vice President

On this 11th day of August, 2004,

Richard A. Wilpon, personally appeared before me,

- who is personally known to me
 whose identity I proved on the basis of _____


(Notary Public Signature)

ANITA M. TAPPY
(Notary's Printed Name)

Seal My Commission Expires 5/31/07
ANITA M. TAPPY
NOTARY PUBLIC, State of New York
No. 304511650
Qualified in Nassau & Suffolk County
Commission Expires 5/31/07