

CORPORATION INFORMATION  
SERVICE INC  
1201 H  
TALLAHASSEE, FL 32310  
904-222-0393  
904-222-0393 FAX

**B 9500000024**

00-242-8086



MAIL TO:  
P.O. Box 5828  
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032  
REFERENCE : 525542, 4772D  
AUTHORIZATION : *Patricia Pzyts*  
COST LIMIT : \$1,750.00 \$1,725.00

RECEIVED  
95 JAN 19 AM 10:29  
DIVISION OF CORPORATION

ORDER DATE : January 16, 1995  
ORDER TIME : 12:35 PM  
ORDER NO. : 525542  
CUSTOMER NO: 4772D

CUSTOMER: Emma Majuri, Legal Assistant  
Graham & James  
24th Floor  
885 Third Avenue  
New York, NY 10022

400001384034

FOREIGN FILINGS

NAME: 10 WEST ADAMS HOLDINGS, L.P.

*FILED*  
1995 JAN 19 AM 11:15  
*2ND*  
FILED  
TALLAHASSEE, FLORIDA

PROFIT  CORPORATE  
 NON-PROFIT  LIMITED PARTNERSHIP

Name	<i>1/16/95</i>
Availability	<i>dec</i>
Document	<input checked="" type="checkbox"/> QUALIFICATION
Examiner	<i>DCC</i>
PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:	
Notar	CERTIFIED COPY
Notary	<input checked="" type="checkbox"/> NOTAR STAMPED COPY
Notar	CERTIFICATE OF GOOD STANDING
Notar	<i>DCC</i>
Notar	<i>DCC</i>
CONTACT PERSON:	Andrea Hamilton

*TC*  
*\$1,800,000.00*

**B 9500000024**

Florida Department of State, Jim Smith, Secretary of State

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

1. 10 West Adams Holdings, L.P., Limited Partnership  
(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. January 5, 1995  
(State of Formation) (Date of Formation)

5. Corporation Service Company  
(Name of Registered Agent for Service of Process)

6. 1201 Hays Street,  
(Street Address of Registered Office)

Tallahassee, Florida 32301  
(City) (Zip Code)

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

*[Signature]*  
(Agent must sign on this line)

8. 1013 Centre Road, Wilmington, Delaware 19899-0591  
(Address of Registered Office required in State of Formation or, if not required, Address of Principal Office.)

9. NAME OF GENERAL PARTNERS

SPECIFIC ADDRESS

DH Investment Management Corp.

F 95000000 292

c/o Anderson & Wipfler GmbH  
Wirtschaftsprüfungsgesellschaft  
Max-Planck-Strasse 8  
D-6909 Walldorf/BADEN GERMANY

10. c/o Brannen/Goddard Co., 3101 Tower Creek Parkway, Atlanta, Georgia 30339  
(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 cancelled or withdrawn.

12. c/o Brannen Goddard Co., 3101 Tower Creek Parkway, Atlanta, Georgia 30339  
(Mailing Address of Limited Partnership)

FILED  
1995 JAN 19 AM 11:15

This 5<sup>th</sup> day of January, 1995.

DH Management Investment Corp.

Ekkehart Hassels-Weiler

General Partner

STATE OF

New York

COUNTY OF

New York

THE FOREGOING instrument was acknowledged and sworn to before me this 5<sup>th</sup> day of January, 1995, by Ekkehart Hassels-Weiler (Name of General Partner) of Investment Management Corp.

10 West Adams Holdings, L.P.

(Name of Limited Partnership), A Delaware (State or Country) Limited Partnership, on behalf of the Limited Partnership.

[Signature]

Notary Public

State of NY at Large

My Commission Expires:

(SEAL)

FILED  
JAN 13 1995

**EMMA K. MAJURI**  
Notary Public, State of New York  
Qualified in Kings County  
No. 24-6001404  
Certificate Filed in Kings County  
Commission Expires September 8, 1997.

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

Ekkehart Hassels-Weiler, Vice President

BEFORE ME, the undersigned, personally appeared \_\_\_\_\_ of DH Investment Management Corp. general partner of 10 West Adams Holdings, 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 \$ 1,800,000.
- 2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 1,800,000.

This 5<sup>th</sup> day of January, 1995

**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**

DH Investment Management Corp.

Ekkehart Hassels-Weiler

Ekkehart Hassels-Weiler  
Vice President

FILED  
1995 JAN 19 11:15

STATE OF New York  
COUNTY OF New York  
DATE 1/5/95

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Ekkehart Hassels-Weiler (General Partner, known to me and know by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as General Partner of said partnership.

IN WHITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 5<sup>th</sup> day of January, 1995.

[Signature]  
Notary Public

Seal

State of \_\_\_\_\_ at Large

My Commission Expires:

EMMA K. MAJUM  
Notary Public, State of New York  
Qualified in Kings County  
No. 24-8001404  
Certificate Filed in Kings County  
Commission Expires September 8, 1996

FILE ON OR BEFORE DECEMBER 31, 1995 OR PARTNERSHIP WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP ANNUAL REPORT 1996



FLORIDA DEPARTMENT OF STATE  
Sandra Myrland  
Secretary of State  
DIVISION OF CORPORATIONS

FILED

95 DEC 21 AM 10:56

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

DO NOT WRITE IN THIS SPACE

1. Name of Limited Partnership  
1a. DOCUMENT #  
**B95000000024**

**10 WEST ADAMS HOLDINGS, L.P., LIMITED PARTNERSHIP**

Mailing Address: **BRANNEN GODDARD CO. 3101 TOWER CREEK PARKWAY ATLANTA GA 30339**  
Principal Office Address: **BRANNEN GODDARD CO. 3101 TOWER CREEK PARKWAY ATLANTA GA 30339**

2. New Mailing Address, if Applicable  
Suite, Apt. #, etc. **3390 PEACHTREE RD. DE. 11100**  
City, State & Zip **ATLANTA GA 30326-1102**

2a. New Principal Office Address, if Applicable  
Suite, Apt. #, etc. **same as above**  
City, State & Zip

If above addresses are incorrect in any way, line through the incorrect information and enter correct address in Block 2 and/or 2a  
3. Date Formed or Registered to Do Business in FLORIDA **01/19/1995**  
3a. Date of Last Report  
4. State or Country of Formation **DE**

5a. Capital Contributions as Shown on Record **\$1,800,000.00**  
5b. Amount of Capital Contributions in FLORIDA to date  
6. FEI Number  
Applied For **7. CERTIFICATE OF STATUS REQUIRED**  
Not Applicable **\$475. Additional Fee required for a Certificate of Status**

8. FEES: 1.) Filing Fee: Computed at a rate of \$7 per \$1,000 on amount entered in 5b or 5a if 5b blank, with a minimum filing fee of \$52.50 and a maximum of \$437.50  
2.) Supplemental Fee: \$138.75 (pursuant to section 607.193, F.S.)  
THE AMOUNT DUE SHALL BE NO LESS THAN \$191.25 (\$52.50 + \$138.75) AND NO MORE THAN \$576.25 (\$437.50 + \$138.75)  
Note: If the amount entered in 5b is greater than amount entered in 5a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee.  
MAKE CHECK PAYABLE TO FLORIDA DEPT. OF STATE.

9. Name and Address of Current Registered Agent  
**CORPORATION SERVICE COMPANY  
1201 HAYS STREET  
TALLAHASSEE FL 32301**  
10. Changed, new Registered Agent/Office  
Name  
Street Address (P.O. Box Number is not acceptable) **200001668482  
-12/22/95--01015--011**  
Suite, Apt. #, etc. **\*\*\*1920.00 \*\*\*4576.25**  
City **FL** Zip Code

10a. Pursuant to the provisions of sections 620.1051 and 620.192, Florida Statutes, the above-named limited partnership organized or registered under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by its general partner(s) I hereby accept the appointment of registered agent. I am familiar with, and accept the obligations of section 620.192, Florida Statutes

SIGNATURE (Registered Agent Accepting Appointment) \_\_\_\_\_ DATE \_\_\_\_\_

**A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY**

11. Name(s) of General Partner(s)	11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers)	11b. City, State & Zip Code	11c. Registration/Document Number
<b>DH INVESTMENT MANAGEMENT COR</b>	<b>WIRTSCHAFTSPRÜFUNGSGE AR - \$437.50 SF - \$138.75  12-21-95a</b>	<b>BADEN GERMANY</b>	<b>F05000000292</b>

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effects as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by chapter 620, Florida Statutes.

SIGNATURE E. Hansel Weiler, attorney-in-fact DATE 11-16-95  
Type or Printed Name of General Partner Signing Form E. HANSEL-WEILER Telephone Number 904-980-4000

CR2E003 (6/95)

1201 HAYS STREET  
TALLAHASSEE, FL 32301-2607

800-342-8086

**B 9500000024**

**CSC networks**

PRENTICE HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 200260 4301770

AUTHORIZATION : *Patricia Pajaro*

COST LIMIT : \$ 52.50

ORDER DATE : December 23, 1996

ORDER TIME : 5:56 PM

ORDER NO. : 200260-010

CUSTOMER NO: 4301770

CUSTOMER: Kathy McComb, Paralegal  
Patterson, Belknap, Webb &  
1133 Avenue Of The Americas  
20th -26th Floor  
New York, NY 10036-6710

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 DEC 20 PM 2:59

80000203710

DOMESTIC FILINGS

NAME: 10 WEST ADAMS HOLDINGS, L.P.

*1249000570*

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

*BK*  
*12/24/96*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 DEC 24 PM 2:59  
RECEIVED  
96 DEC 24 AM 9:27  
DIVISION OF CORPORATIONS

**CERTIFICATE OF CANCELLATION OF REGISTRATION  
OF A FOREIGN LIMITED PARTNERSHIP**

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
96 DEC 24 PM 2:59

To the Secretary of State  
State of Florida

It is hereby certified that:

1. 10 West Adams Holdings, L.P., Limited Partnership, a foreign limited partnership formed under the laws of the State of Delaware, hereby cancels its registration in the State of Florida.
2. The undersigned is the general partner of the aforesaid foreign limited partnership.

Signed on the 19<sup>th</sup> day of December, 1996.

DH Investment Management Corp.,  
a Delaware corporation, General Partner

By: Ekkehart Hassels-Weiler  
Ekkehart Hassels-Weiler  
Vice President

STATE OF  
COUNTY OF

The foregoing instrument was acknowledged and sworn to before me this 19<sup>th</sup> day of December, 1996, by Ekkehart Hassels-Weiler, Vice President of DH Investment Management Corp., the General Partner of 10 West Adams Holdings, L.P., Limited Partnership, a limited partnership formed under the laws of the State of Delaware, on behalf of the limited partnership.

William W. Weisner  
Notary Public

State of New York at Large

(SEAL)

My Commission Expires:

WILLIAM W. WEISNER  
Notary Public, State of New York  
No. 31-484517B  
Qualified in Westchester County  
Commission Expires November 30, 1997 0177526.01