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TALLAHASSEE, FL 32301  
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ACCOUNT NO. : 072100000002

REFERENCE : 046770 5017003

AUTHORIZATION :

*Patricia Pzyats*

COST 1 UNIT : 4 87.50

ORDER DATE : February 14, 1996

ORDER TIME : 11:54 AM

ORDER NO. : 046770

CUSTOMER NO: 5017003

CUSTOMER: William R. Sylvester, Esq  
Berkowitz, Lebowitz, Tson &  
1600 Southtrust Tower  
420 North 20th Street  
Birmingham, AL 352032678

RECEIVED  
96 FEB 14 PM 1:28  
DIVISION OF CORPORATION

FOREIGN FILINGS

NEED ASAP!

NAME: FS PARTNERSHIP, LTD.

XXXX QUALIFICATION (TYPE: LP)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
XX PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

FOR FURTHER INFORMATION:

B/K  
2/17/96

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 FEB 14 PM 2:27

Florida Department of State, Jim Smith, Secretary of State

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

1. FS Partnership, Ltd.  
(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. Alabama  
(State of Formation)
4. July 20, 1989  
(Date of Formation)
5. Corporation Service Company  
(Name of Registered Agent for Service of Process)  
1201 Hays Street  
(Street Address of Registered Office)
6. Tallahassee, Florida 32301  
(City) (Zip Code)
7. Acceptance by the Registered Agent for Service of Process.  
Anna R. Duncanson  
(Agent must sign on this line)
8. Two Riverchase Office Plaza, Birmingham, AL, 35244-2810  
(Address of Registered Office required in State of Formation or, if not required, Address of Principal Office.)
9. NAME OF GENERAL PARTNERS SPECIFIC ADDRESS
 

|                    |                                                                       |
|--------------------|-----------------------------------------------------------------------|
| Jack Fiorella, III | Two Riverchase Office Plaza<br>Suite 206<br>Birmingham, AL 35244-2810 |
| Paul J. Spina, Jr. | Two Riverchase Office Plaza<br>Suite 206<br>Birmingham, AL 35244-2810 |
10. Two Riverchase Office Plaza, Suite 206, Birmingham, AL 35244-2810  
(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. Two Riverchase Office Plaza, Suite 206, Birmingham, AL 35244-2810  
(Mailing Address of Limited Partnership)

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 FEB 16 PM 2:27

02-12-1996 04:31PM FROM

TO

12053228007 P.04

This 13th day of February, 1996.

Jack Fiorella  
General Partner

STATE OF ALABAMA

COUNTY OF JEFFERSON

THE FOREGOING instrument was acknowledged and sworn to before me this 13th day of February, 1996, by Jack Fiorella, III, (Name of General Partner) of

ES Partnership, Ltd.

(Name of Limited Partnership), An Alabama (State or Country) Limited Partnership, on behalf of the Limited Partnership.

John P. Pinter  
Notary Public

State of Alabama at Large

My Commission Expires:

3/8/99

(SEAL)

FIELD STATIONS  
SECRETARY OF OPERATIONS  
96 FEB 14 PM 2:27

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

BEFORE ME, the undersigned, personally appeared Jack Fiorella, III, a general partner of FS Partnership, Ltd., a limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 656.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 500.

This 13th day of February, 1996

**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  
Jack Fiorella, III

STATE OF ALABAMA  
COUNTY OF JEFFERSON  
DATE 2/13/96

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 Jack Fiorella, III (General Partner, known to me and known 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 WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 13th day of February, 1996.

Seal

Reba Porter  
Notary Public  
State of Alabama  
My Commission Expires: 3/3/99

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SECRETARY OF STATE  
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