



ACCOUNT NO. : 072100000032

REFERENCE : 684510 4307052

AUTHORIZATION :

COST LIMIT : \$ RPD

ORDER DATE : January 27, 1998

ORDER TIME : 10:01 AM

ORDER NO. : 684510-025

CUSTOMER NO: 4307052

CUSTOMER: Vera Penev, Legal Assistant
Ungaretti & Harris
Three First National Plaza
Suite #3500
Chicago, IL 60602

Name	W. P. Verifier
Availability	
Document	
Examiner	
Updater	
Updater	
Verifier	
Knowledge	
W. P. Verifier	

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB -2 PM 2:33

FOREIGN FILINGS

600002418296--0
-02/02/98--01031--012
***1750.00 ***1750.00

NAME: BROOKWOOD MIAMI SERVICE CENTER
INVESTORS LIMITED PARTNERSHIP

XXXX QUALIFICATION (TYPE: LP)

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-02/02/98--01031--013
*****35.00 *****35.00

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips

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DIVISION OF CORPORATION

LP-1785

Florida Department of State, Sandra B. Mortham, Secretary of State

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

1. Brookwood Miami Service Center Investors 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.") 7
3. Delaware 4. January 20, 1998
(State of Formation) (Date of Formation)
5. Corporation Service Company
(Name of Registered Agent for Service of Process)
1201 Hays Street
6. _____
(Street Address of Registered Office)
Tallahassee, Florida 32301
(City) (Zip Code)
7. Acceptance by the Registered Agent for Service of Process.
Karen B. Rozar, As Its Agent
By: Karen B. Rozar
(Agent must sign on this line)
8. 1013 Centre Road, Wilmington, Delaware 19805-1297
c/o Corporation Service Company (Registered Office)
(Address of registered office required in state of formation or, if not required, address of principal office.)
9. NAMES OF GENERAL PARTNERS STREET ADDRESS
Brookwood Miami Service Center Associates 55 Tozer Road
Limited Partnership Beverly, Massachusetts 01915
B98-75
10. 55 Tozer Road, Beverly, Massachusetts 01915
(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.

CONTINUED

12. 55 Tozer Road, Beverly, Massachusetts 01915

(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.

This day of 26, January 19 98

Brookwood Miami Service Center Associates Limited Partnership, General Partner
By: Brookwood Miami Service Center Co., L.L.C. its General Partner

Thomas N. Trkla

~~xGeneral Partnerx~~

STATE OF Massachusetts

COUNTY OF Essex

On this 26 day of January, 19 98, Thomas N. Trkla

personally appeared before me,



who is personally known to me



whose identity I proved on the bases of

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Colleen P. McNamee
(Notary Public Signature)

(Notary Public Signature)

Seal

My Commission expires: November 27, 2003

COLLEEN P. MCNAMEE
Notary Public
My Commission Expires Nov. 27, 2003

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED PARTNERSHIP

Thomas N. Trkla, Manager of Brookwood Miami Service Center Co., L.L.C., the General Partner of Brookwood Miami

BEFORE ME the undersigned personally Service Center Associates Limited Partnership
Brookwood Miami Service Center Investors
a general partner of Limited Partnership, 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 \$ 1,600,000.00.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 1,600,000.00.

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.

This 26 day of January, 19 98.

Brookwood Miami Service Center Associates Limited Partnership, General Partner
By: Brookwood Miami Service Co., L.L.C., its General Partner

By: _____

~~General Partner~~
Thomas N. Trkla, Manager

STATE OF Massachusetts
COUNTY OF Essex

On this 26 day of January, 19 98, Thomas N. Trkla

personally appeared before me,



who is personally known to me



whose identity I proved on the bases of _____

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Colleen P. McNamee
(Notary Public Signature)

(Notary Public Signature)

COLLEEN P. MCNAMEE

Notary Public

My Commission Expires Nov. 27, 2003

Seal

My Commission Expires: November 27, 2003