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SECRETARY OF CORPORATIONS
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CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

300002532903--5
-05/22/98--01019--003
*****87.50 *****87.50

The Gables Florida Edgewater, LP

298400029016

- Profit
- NonProfit
- Limited Liability Co.
- Foreign
- Limited Partnership
- Reinstatement
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Updater
Verifier
Acknowledgment
W.P. Verifier

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Thanks,

Hope

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Florida Department of State, Jim Smith, Secretary of State

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

1. THE GABLES (Florida) L.P. (Name of limited partnership as it is in the home state;

2. The Gables(Florida)/Edgewater L.P., LTD. (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 (State of Formation) 4. May 20, 1998 (Date of Formation)

5. C T CORPORATION SYSTEM (Name of Registered Agent for Service of Process)

6. c/o C T Corporation System, 1200 South Pine Island Road (Street Address of Registered Office) Plantation, Florida 33324 (City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process. Barbara A Burke (Officer must sign on this line) SPECIAL ASSISTANT SECRETARY (Type Name and Title of Officer)

8. 1209 ORANGE STREET, WILMINGTON, DELAWARE 19801 (Address of Registered Office required in State of Formation or, if not required, Address of Principal Office.)

9. NAME OF GENERAL PARTNERS GABLES DEVELOPMENT LLC SPECIFIC ADDRESS c/o Blackacre Capital Group, 450 Park Avenue, 4th Floor, New York, NY 10022

M 9800000313

10. c/o Blackacre Capital Group, 450 Park Avenue, 4th Floor, New York, NY 10022 (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of the limited partner or limited partners until the limited partnership's registration in Florida is cancelled or withdrawn.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 Blackacre Capital Group, 450 Park Avenue, New York, NY 10022 (Mailing Address of Limited Partnership)

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This 14th day of April, 19 98

GABLES DEVELOPMENT LLC, as Sole General Partner
By: Blackacre Capital Group L.P.
By: Blackacre Capital Management Cor
By: Stephen P. Enquist
Name: Stephen P. Enquist
Title: Authorized Person

STATE OF New York

COUNTY OF New York

THE FOREGOING instrument was acknowledged and sworn to before me this 21st day of April, 19 98, by Stephen P. Enquist for GABLES DEVELOPMENT (Name of General Partner) of THE GABLES (Florida) L.P. (Name of Limited Partnership), A New York (State or Country) Limited Partnership, on behalf of the Limited Partnership.

Lillian Christine Lynch

Notary Public
State of New York at Large

My Commission Expires:

(SEAL)

LILLIAN CHRISTINE LYNCH
NOTARY PUBLIC, State of New York
No. 31-4668604
Qualified in New York County
Commission Expires 9/30/98

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared GABLES DEVELOPMENT LLC, a general partner of THE GABLES 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 \$ 0.00
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 0.00

This 14th day of April, 19 98.

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.

GABLES DEVELOPMENT LLC, as Sole General Partner

By: Blackacre Capital Group L.P.
By: Blackacre Capital Management Corp.

By: Stephen P. Enquist
Name: Stephen P. Enquist
Title: Authorized Person

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STATE OF New York
COUNTY OF New York
DATE _____

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 Stephen P. Enquist for GABLES DEVELOPMENT LLC (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 21st day of April, 19 98.

Lillian Christine Lynch
Notary Public

Seal

State of New York at Large
My Commission Expires:

LILLIAN CHRISTINE LYNCH
NOTARY PUBLIC, State of New York
No. 31-466804
Qualified in New York County
Commission Expires 9/30/98