

Document Number Only

1398000000453

CT Corporation System

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32310 222-1092

City State Zip Phone

400002586384 -- 2
-07/13/98--01058--004
****140.00 ****140.00

CORPORATION(S) NAME

Bloomington Associates, L.P.

- Profit
- NonProfit
- Foreign
- Limited Partnership
- Reinstatement
- Fictitious Name
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Call if Problem
- Will Wait
- Merger
- Limited Liability Company
- Annual Report
- Name Registration
- UCC-1 Financing Statement
- Photo Copies
- Other
- Change of R.A.
- UCC-3 Filing
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- After 4:30
- Pick Up

5

Name
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7/13

Hope file second

DEPARTMENT OF CORPORATION

JUL 13 AM 11:12

98 JUL 13 PM 4:39

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 13, 1998

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: BLOOMINGDALE ASSOCIATES, L.P.
Ref. Number: W98000015803

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DIVISION OF CORPORATIONS
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We have received your document for BLOOMINGDALE ASSOCIATES, L.P. and your check(s) totaling \$140.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$140.00 payment.,

The name of your limited partnership is not available. A foreign limited partnership whose name is not available in Florida must adopt another name which contains the words "Limited" or its abbreviation "Ltd." for use in the state of Florida. Please complete number 2 on the application with an alternate name for use in Florida.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 298A00037211

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

FILED IN STATE SECRETARY OF CORPORATIONS DIVISION OF 98 JUL 13 PM 4:39

1. Bloomingdale Associates, L.P. (Name of limited partnership as it is in the home state)
2. Bloomingdale Associates of Georgia, LIMITED PARTNERSHIP (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. Georgia (State of Formation) 4. 11-19-97 (Date of Formation)

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

6. 1200 S. Pine Island Rd. (Street Address of Registered Office)

Plantation, Florida 33324 (City) (Zip Code)

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

Donnie Bryan SPECIAL ASSISTANT SECRETARY (Agent must sign on this line)

8. Ste. 1600, 3343 Peachtree Rd., Atlanta, GA 30326 (Address of registered office required in state of formation or, if not required, address of principal office.)

Table with 2 columns: NAMES OF GENERAL PARTNERS, STREET ADDRESS. Row 1: Harbor Investments, Inc., 3190 Northeast Expressway, Ste. 400. Row 2: F9800003957, Atlanta, GA 30341.

10. 3190 Northeast Expressway, Ste. 400, Atlanta, GA 30341 (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. 3190 Northeast Expressway, Ste. 400, Atlanta, GA 30341

(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.

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DIVISION OF CORPORATIONS
JUL 13 1998 PM 4:39

This day of 1st, July, 1998

[Signature]
General Partner

STATE OF Georgia

COUNTY OF Paulding

On this 1st day of July, 1998

personally appeared before me,

who is personally known to me

whose identity I proved on the bases of _____

[Signature]
(Notary Public Signature)
[Signature]
(Notary Public Signature)

Notary Public, Paulding County, Georgia
My Commission Expires May 1, 1999

My Commission expires: _____

Seal

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Fleming Keefe
a general partner of Bloomington Associates, L.P., a(an) Georgia
limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

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98 JUL 13 PM 4:39

1. The amount of capital contributions of the limited partners is \$ 15,000.00.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 15,000.00

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 13th day of July, 1998

Fleming Keefe
General Partner

STATE OF Georgia
COUNTY OF Paulding

On this 13th day of July, 1998

Fleming Keefe, personally appeared before me,

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

Jeri Lynn Bryant
(Notary Public Signature)

Jeri Lynn Bryant
(Notary's Printed Name)