

B9800000682

Requestor's Name _____

Address _____

City/State/Zip _____ Phone # _____

FILED
 98 DEC -3 AM 11:54
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #) **000002703499 -- 1**
 -12/04/98--01083--004
 *****87.50 *****87.50
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

- Walk in Pick up time _____ Certified Copy
- Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
Profit	
NonProfit	
Limited Liability	
Domestication	
Other	

AMENDMENTS	
Amendment	
Resignation of R.A., Officer/ Director	
Change of Registered Agent	
Dissolution/Withdrawal	
Merger	

OTHER FILINGS	
Annual Report	
Fictitious Name	
Name Reservation	

REGISTRATION/ QUALIFICATION	
Foreign	
Limited Partnership	
Reinstatement	
Trademark	
Other	

Name	_____
Availability	_____
Document Examiner	_____
Updater	_____
Updater Verifier	_____
Acknowledgement	_____
W. P. Verifier	_____

New for up
12/4/98
12/14

W98-1931
 FILING 52.50
 2 COPY _____
 R. AGENT 35.00
 TOTAL 87.50
 BALANCE DUE \$ _____
 REFUND \$ _____

Examiner's Initials _____

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

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

1. GPA-I, L.P.
(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.")

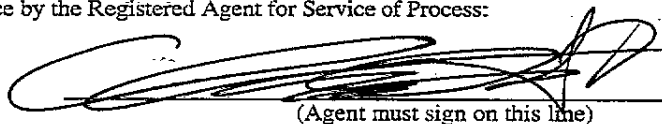
3. Tennessee 4. September 5, 1997
(State of Formation) (Date of Formation)

5. Albert E. Dotson, Jr.
(Name of Registered Agent for Service of Process)

6. 2500 First Union Financial Center
(Street Address of Registered Office)

Miami _____, Florida 33131
(City) (Zip Code)

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


(Agent must sign on this line)

8. 50 North Front Street, Suite 1300

Memphis, Tennessee 38103
(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS

STREET ADDRESS

Moon Dance, LLC 3526 Spottswood Avenue
Memphis, Tennessee 38111

10. 3526 Spottswood Avenue, Memphis, Tennessee 38111
(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.

CONTINUED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 DEC -3 AM 11:54

FILED

12. 3526 Spottswood Avenue

Memphis, Tennessee 38111

(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 30th day of July, 19 98

GPA-I, L.P.
By: MOON DANCE, LLC, the General Partner

By: Jerald H. Sklar, Secretary
~~General Partner~~

STATE OF TENNESSEE

COUNTY OF SHELBY

On this 30th day of July, 19 98

Jerald H. Sklar, Secretary of Moon Dance, LLC personally appeared before me,

who is personally known to me

whose identity I proved on the basis of _____

Joel B. Sklar
(Notary Public Signature)

Joel B. Sklar
(Notary's Printed Name)



Seal

My Commission Expires: MY COMMISSION EXPIRES
DECEMBER 16, 2000

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Jerald H. Sklar, the secretary of the
X general partner of GPA-I, L.P., a (an) Tennessee
limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 1,000.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 1,000.

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 30th day of July, 19 98.

GPA-I, L.P.
By: MOON DANCE, LLC, the General Partner
By: Jerald H. Sklar
~~General Partner~~
Jerald H. Sklar, Secretary

FILED
98 DEC -3 AM 11:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF TENNESSEE
COUNTY OF SHELBY

On this 30th day of July, 19 98.

Jerald H. Sklar, Secretary of Moon Dance, LLC, personally appeared before me,

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

Joel B. Sklar
(Notary Public Signature)

Joel B. Sklar
(Notary's Printed Name)



My Commission Expires:

MY COMMISSION EXPIRES
DECEMBER 16, 2000

Fax Audit No. H98-15716

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

ISSUANCE DATE: 08/20/1998
REQUEST NUMBER: 98232135
TELEPHONE CONTACT: (615) 741-6488

FILE/REGISTRATION DATE: 09/05/1997
STATUS: ACTIVE
CONTROL NUMBER: 0336996
JURISDICTION: TENNESSEE

TO:
CAPITAL FILING SERVICE, INC.
7051 HIGHWAY 70 SO.
NO. 333
NASHVILLE, TN 37221

REQUESTED BY:
CAPITAL FILING SERVICE, INC.
7051 HIGHWAY 70 SO.
NO. 333
NASHVILLE, TN 37221

CERTIFICATE OF EXISTENCE

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT

"GPA-I, L.P."

IS A LIMITED PARTNERSHIP DULY CREATED UNDER THE LAW OF THIS STATE, WHOSE
CERTIFICATE OF LIMITED PARTNERSHIP WAS FILED WITH THIS OFFICE ON THE DATE GIVEN
ABOVE, AND THAT A CERTIFICATE OF CANCELLATION OF LIMITED PARTNERSHIP HAS NOT
BEEN FILED.

FOR: REQUEST FOR CERTIFICATE

ON DATE: 08/20/98

FROM:
CAPITAL FILING SERVICE, INC.
7051 HWY 70 S
#333
NASHVILLE, TN 37221-0000

	FEE	
RECEIVED:	\$160.00	\$0.00
TOTAL PAYMENT RECEIVED:		\$160.00

RECEIPT NUMBER: 00002353189
ACCOUNT NUMBER: 00101230



Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE

Fax Audit No. H98-15716