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July 19, 1999

Qualification/Tax Lien Section  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

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-07/26/99-01036-014  
\*\*\*\*\*96.25 \*\*\*\*\*96.25

RE: Registration of Out of State Limited Partnership

Dear Sir or Madame:

Please accept our Application By Foreign Limited Partnership for Authorization to Transact Business in Florida for Clarion Development Limited Partnership. We have included with this application a check for \$96.25 (\$52.50 Filing Fee, \$35 Designation of Registered Agent, and \$8.75 for a Certificate Under Seal). Also please find an Application for a Foreign Corporation to Transact Business in Florida as the general partner is Clarion Development, Inc. - a corporation. We have included with that application a check for \$78.75 (\$70 Filing Fee and \$8.75 Certificate of Status).

Please direct all correspondence and questions to:  
Laura Roth  
Clarion Development  
7 Wysteria Drive  
Olympia Fields, IL 60461  
(708)747-4334 Phone/(708)747-4370 Fax

Thank you.

Sincerely,

Daniel C. Bartok  
President

DCB/lr

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CLARION DEVELOPMENT, INC.  
CLARION DEVELOPMENT  
7 Wysteria Drive  
Olympia Fields, IL 60461

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

1. Clarion Development Limited Partnership  
(Name of limited partnership as it is in the home state)

2. Clarion Development 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.")

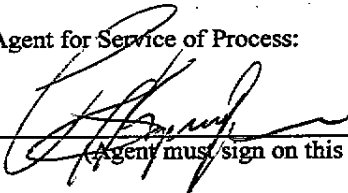
3. Illinois 4. 3/8/89  
(State of Formation) (Date of Formation)

5. Paul Kupfer  
(Name of Registered Agent for Service of Process)

6. 1700 University Dr.  
(Street Address of Registered Office)

Coral Springs, Florida 33071  
(City) (Zip Code)

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

  
(Agent must sign on this line)

8. 7 Wysteria Drive  
Olympia Fields, IL 60461  
(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS	STREET ADDRESS
<u>Clarion Development, Inc.</u>	<u>7 Wysteria Drive, Olympia Fields, IL 60461</u>
_____	_____
_____	_____

10. Clarion Development, 7 Wysteria Drive, Olympia Fields, IL 60461  
(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**

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12. 7 Wysteria Drive

Olympia Fields, IL 60461

(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.

Signed this 5<sup>th</sup> day of April, 19 99

Daniel C. Bartok President, Clarion Development, Inc.  
General Partner

STATE OF Illinois

COUNTY OF Cook

On this 5<sup>th</sup> day of April, 19 99

Daniel C. Bartok personally appeared before me,

who is personally known to me

whose identity I proved on the basis of \_\_\_\_\_

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Laura L Roth  
(Notary Public Signature)

Laura L Roth  
(Notary's Printed Name)



My Commission Expires: 10/15/01

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP**

BEFORE ME the undersigned personally appeared Daniel C. Bartok, President, Clarion Development, Inc. a general partner of Clarion Development Limited Partnership a(n) Illinois limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 300,100.
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.

*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.*

Signed this 5<sup>th</sup> day of April, 1999.

Daniel C. Bartok President, Clarion Development, Inc.  
General Partner

STATE OF Illinois

COUNTY OF Cook

On this 5<sup>th</sup> day of April, 1999,

Daniel C. Bartok, personally appeared before me,

who is personally known to me

whose identity I proved on the basis of \_\_\_\_\_

Laura L. Roth  
(Notary Public Signature)

Laura L. Roth  
(Notary's Printed Name)



My Commission Expires: 10/15/01

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS  
FOR FLORIDA LIMITED PARTNERSHIP**

The undersigned constituting all of the general partners of \_\_\_\_\_

Clarion Development Limited Partnership

an ~~Florida~~ <sup>Illinois</sup> Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$ 300,100.00

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 0

Signed this 5<sup>th</sup> day of April, 19 99

FURTHER AFFIANT SAYETH NOT.

*Under the penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.*

*David C. Bantah*  
General Partner

\_\_\_\_\_  
General Partner

\_\_\_\_\_  
General Partner

\_\_\_\_\_  
General Partner

\_\_\_\_\_  
General Partner

\_\_\_\_\_  
General Partner

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