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C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 (850)222-1092
City State Zip Phone

CORPORATION(S) NAME

Cimarron Associates, LLC

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-08/03/00--01041--020
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900003345479--5
-08/03/00--01041--019
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- Limited Liability Partnership
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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Cimarron Associates, LLC
(Name of foreign limited liability company)

2. Virginia 3. 54-1996244
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. December 29, 1999 5. 2039
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)

7. 2 Eaton Street, Suite 1100
Hampton, Virginia 23669
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here

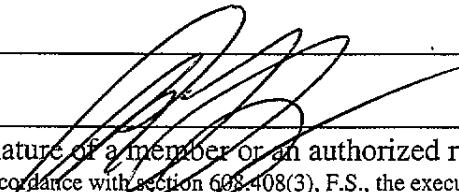
9. The usual business addresses of the managing members or managers are as follows:

Cimarron Associates Manager, Inc.
c/o Great Atlantic Management, LLC
2 Eaton Street, Suite 1100
Hampton, Virginia 23669

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10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Apartment Owner/Manager



Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)
Cimarron Associates Manager, Inc.
By: Aubrey L. Layne, Jr., President

Typed or printed name of signee

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Cimarron Associates, LLC

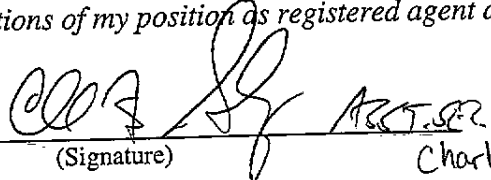
2. The name and the Florida street address of the registered agent and office are:

CT Corporation System
(Name)

1200 South Pine Island Road
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Plantation FL 33324
City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..


(Signature)

Charlie Shampang Asst. Secy.

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

A Virginia Limited Liability Company certificate was filed in this office on December 29, 1999 by CIMARRON ASSOCIATES, LLC.

A certificate of cancellation has not been filed in this office by CIMARRON ASSOCIATES, LLC.

Nothing more is hereby certified.

*Signed and Sealed at Richmond on this Date:
July 25, 2000*

Joel H. Peck

Joel H. Peck, Clerk of the Commission

