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**VIA FEDERAL EXPRESS**

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Mr. Buck Kohr  
Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

DK

Re: West Groves (Orlando) AIP III, L.L.L.P. and West Groves Venture, L.L.L.P.

Dear Buck:

Pursuant to our recent telephone conversations, enclosed are the following documents in connection with the formation of the above two (2) limited liability limited partnerships in Florida:

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TALLAHASSEE, FLORIDA

1. Two (2) original executed counterparts of Limited Partnership Certificate for West Groves (Orlando) AIP III, L.L.L.P.
2. Two (2) original executed counterparts of Statement of Qualification for Florida Limited Liability Limited Partnership for West Groves (Orlando) AIP III, L.L.L.P.
3. Two (2) original executed counterparts of Limited Partnership Certificate for West Groves Venture, L.L.L.P.
4. Two (2) original executed counterparts of Statement of Qualification for Florida Limited Liability Limited Partnership for West Groves Venture, L.L.L.P.

Also enclosed are two (2) execution counterparts of Applications for Registration of Fictitious Names for Avanti Management Partners, J.V. and Avanti Capital Associates, affiliate entities of the foregoing partnerships, not previously registered in Florida.

As you know, the registrations as described in the preceding paragraph should be filed first, then the West Groves (Orlando) AIP III, L.L.L.P. filing and finally the West Groves Venture, L.L.L.P. filing.

Also, attached to the appropriate document are this firm's checks payable to the Florida Department of State, two (2) in the amount of \$1,846.25 (one for each partnership which includes the \$1,750.00 filing fee, \$35.00 for registered agent designation, \$52.50 for a certified copy and \$8.75 for a certificate of status), two (2) in the amount of \$25.00 (for each registration,

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without a certified copy or certificate of status), and two (2) in the amount of \$50.00 for each Application for Registration of Fictitious Name (without a certified copy or certificate of status).

You have been a tremendous assistance to me in this matter and many others in the past. That assistance is greatly appreciated. Please call me at the direct dial number set forth on page 1 if there is any problem with any of the above filings. We are on a pretty tight deadline for getting the foregoing accomplished.

Very truly yours,



Debra A. Zeun  
Legal Assistant

Enclosures

cc: Candace L. Fowler, Esq.  
M. Andrew Kauss, Esq.  
Kelli Taylor, Esq.

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP**

1. West Groves Venture, L.L.L.P.  
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")

c/o Avanti Capital Associates

2. Suite 210, 431 E. Horatio Avenue, Maitland, FL 32751  
(Business address of Limited Partnership)

3. Charles Schwartz  
(Name of Registered Agent for Service of Process)

c/o Avanti Capital Associates

4. Suite 210, 431 E. Horatio Avenue, Maitland, FL 32751  
(Florida street address for Registered Agent)

5. Charles Schwartz  
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)

c/o Avanti Capital Associates

6. Suite 210, 431 E. Horatio Avenue, Maitland, FL 32751  
(Mailing Address of the Limited Partnership)

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7. The latest date upon which the Limited Partnership is to be dissolved is: Perpetual

8. Name(s) of general partner(s): \_\_\_\_\_ Street address: \_\_\_\_\_

West Groves (Orlando)

Suite 210

AIP III, L.L.L.P.

431 E. Horatio Avenue

ADJ000000978

Maitland, FL 32751

*Under 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.*

Signed this \_\_\_\_\_ day of July, 2001

Signature of all general partners:

See attached signature page  
General Partner

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

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

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

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

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

**SIGNATURE PAGE FOR  
CERTIFICATE OF LIMITED PARTNERSHIP**

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**SOLE GENERAL PARTNER:**

**WEST GROVES (ORLANDO) AIP III, L.L.C.**  
a Florida limited liability limited partnership

- By: Avanti Capital Associates, formerly known as  
Avanti Properties Group, J.V., a Florida joint  
venture, sole general partner
- By: Avanti Management Partners, J.V., a Florida  
joint venture, sole managing venturer
- By: Avanti Development Corporation, a Florida  
corporation, as managing venturer

By Charles Schwartz  
Charles Schwartz, President

(CORPORATE SEAL)

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

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The undersigned constituting all of the general partners of West Groves

(Orlando) AIP III, L.L.L.P.

a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$ -0-

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 12,000,000.00

Signed this \_\_\_\_\_ day of July, 2001

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.*

See attached signature page

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

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

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

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

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

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

1

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

**SOLE GENERAL PARTNER:**

**AVANTI CAPITAL ASSOCIATES**, formerly  
known as Avanti Properties Group, J.V., a Florida  
joint venture, manager

By: Avanti Management Partners, J.V., a Florida  
joint venture, sole managing venturer

By: Avanti Development Corporation, a Florida  
corporation, as managing venturer

By: Charles Schwartz  
Charles Schwartz, President

(CORPORATE SEAL)

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