

A010000000979

KILPATRICK STOCKTON LLP

Attorneys at Law
Suite 2800
1100 Peachtree Street
Atlanta, Georgia 30309-4530
Telephone: 404.815.6500
Facsimile: 404.815.6555
Web site: www.kilstock.com

E-mail: dzeun@kilpatrickstockton.com
Direct Dial: 404.815.6276

July 18, 2001

VIA FEDERAL EXPRESS

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

800004486018--9
-07/19/01--01047--008
*****25.00 *****25.00

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:

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,

Atlanta • Augusta • Brussels • Charlotte • London
Miami • Raleigh • Reston • Stockholm • Washington • Winston-Salem

ATLLIB01 1070662.5

BK

FILED
JUL 19 PM 1:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

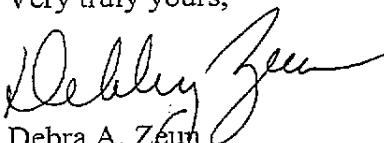
KILPATRICK STOCKTON LLP

Mr. Buck Kohr
July 18, 2001
Page 2

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

FILED
01 JUL 19 PM 1:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures

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

STATEMENT OF QUALIFICATION FOR
FLORIDA LIMITED LIABILITY LIMITED PARTNERSHIP

1. The name of the limited partnership as identified in the records of the Florida Department of State:
West Groves Venture, L.L.L.P.

Insert limited partnership's Florida document number: A01000000979
or

Attach certificate of limited partnership, affidavit of capital contributions and applicable limited partnership filing fees.

2. Suffix adopted for the above named partnership: L.L.L.P.
(LLLP, L.L.L.P.)

3. The street address of its chief executive office: c/o Avanti Capital Associates
(if different from current recorded address): Suite 210, 431 E. Horatio Ave.
Maitland, FL 32751

4. The street address of principal office in Florida: c/o Avanti Capital Associates
(if different from above) Suite 210, 431 E. Horatio Ave.
Maitland, FL 32751

5. The limited partnership hereby elects to be a limited liability limited partnership.

6. The effective date of this filing shall be:
 as of the date this document is filed with the Florida Secretary of State
or
 a date later than the time of filing: _____

7. The name and Florida street address of the partnership's agent for service of process:
Charles Schwartz
c/o Avanti Capital Associates, Suite 210, 431 E. Horatio Ave.
Maitland Florida 32751

The execution of this statement as a partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Signed this _____ day of July, 2001.

Signature of TWO Partners: See attached signature page

Typed or printed names of partners signing above: West Groves (Orlando)
AIP III, L.L.L.P.

FILED
01 JUL 19 PM 11:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Filing Fee: \$25.00
Certified Copy (optional): \$52.50
Certificate of Status (optional): \$8.75

**SIGNATURE PAGE FOR
STATEMENT OF QUALIFICATION FOR FLORIDA
LIMITED LIABILITY LIMITED PARTNERSHIP**

SOLE GENERAL PARTNER:

WEST GROVES (ORLANDO) AIP III, L.L.L.P.,
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)

FILED
01 JUL 19 PM 1:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA