

A 0000000015  
GIBBONS, TUCKER, MELLER, WHATLEY & STEIN

A Professional Association  
Attorneys and Counsellors at Law

SUITE 1000, BARNETT PLAZA  
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P. O. BOX 1363, TAMPA, FLORIDA 33601-1363  
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Telecopier: (813) 228-7848

December 14, 1999

IN REPLY REFER TO:  
E85/991063

VIA FEDERAL EXPRESS  
FIRST OVERNIGHT DELIVERY

New Filing Section  
Limited Partnerships  
Division of Corporations  
Florida Department of State  
409 E. Gaines Street  
Tallahassee, Florida 32301

900003071629--5  
-12/15/99--01082--010  
\*\*\*1837.50 \*\*\*1837.50

900003071629--5  
-12/15/99--01082--011  
\*\*\*\*\*8.75 \*\*\*\*\*8.75

Re: European Holdings III Limited Partnership (the "Limited Partnership")

Ladies and Gentlemen:

w99-29228

Enclosed herewith please find the original and one (1) copy of the Certificate of Limited Partnership (the "Certificate") and original Affidavit of Capital Contributions for the above-referenced limited partnership together with checks totaling \$1,846.25 itemized as follows:

Filing Fee  
Registered Agent Fee  
One (1) Certified Copy of the Certificate  
Certificate of Status

\$ 1,750.00  
35.00  
52.50  
8.75

TOTAL

\$ 1,846.25

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DEC 30 PM 8:25

FILED

mtm

Kindly file the original of the Certificate of Limited Partnership and certify the copy.<sup>1/4</sup>  
Once filing is completed, please forward the certified copy of the Certificate of Limited Partnership together with the Certificate of Status to me in the return Federal Express envelope.

Also enclosed is a copy of our letter dated December 14, 1999, transmitting the Application by Foreign Limited Liability Company for Authorization to Transact



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

December 23, 1999

GIBBONS, TUCKER, MILLER, WHATLEY & STEIN  
STE 1000, BARNETT PLAZA  
101 EAST KENNEDY BLVD  
TAMPA, FL 33601-1363

SUBJECT: EUROPEAN HOLDINGS III LIMITED PARTNERSHIP  
Ref. Number: W99000029228

FILED  
99 DEC 30 PM 8:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We have received your document for EUROPEAN HOLDINGS III LIMITED PARTNERSHIP and your check(s) totaling \$1846.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability partnership must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays  
Document Specialist

Letter Number: 399A00060004

## **CERTIFICATE OF LIMITED PARTNERSHIP**

**OF**

### **EUROPEAN HOLDINGS III LIMITED PARTNERSHIP**

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, does hereby certify as follows:

1. Name of Limited Partnership. The name of the Limited Partnership is:

### **EUROPEAN HOLDINGS III LIMITED PARTNERSHIP**

2. Office for Maintenance of Business Records. The address of the office at which the records of the Limited Partnership will be kept, as required by §620.106 of the Florida Statutes is:

101 E. Kennedy Boulevard, Suite 1000  
Tampa, Florida 33602

3. Agent for Service of Process. The name and address of the Limited Partnership's agent for service of process is:

Gibbons, Tucker, Miller, Whatley & Stein, a Professional Association  
101 E. Kennedy Boulevard, Suite 1000  
Tampa, Florida 33602

4. General Partner. The name and business address of the sole General Partner of the Limited Partnership is as follows:

Elm REI, LLC.  
1021 East Boulevard  
Charlotte, North Carolina 28203

5. Address of the Limited Partnership. The mailing address of the Limited Partnership is:

1021 East Boulevard  
Charlotte, North Carolina 28203

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99 DEC 30 PM 8:25  
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TALLAHASSEE, FLORIDA

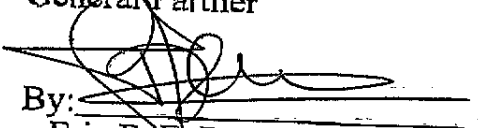
M-3

6. Date of Dissolution. The date on which the Limited Partnership is to dissolve is:

December 31, 2020

DATED this 10<sup>th</sup> day of December, 1999

ELM REI, LLC., a North Carolina  
limited liability Company,  
General Partner

By:   
Eric E. Bessem,  
President

**ACCEPTANCE OF DESIGNATION AS AGENT FOR SERVICE OF  
PROCESS**

The undersigned hereby accepts designation and appointment as agent for service of process for EUROPEAN HOLDINGS III LIMITED PARTNERSHIP, a Florida limited partnership, and agrees to accept service of process for said Limited Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties as such agent for service of process.

DATED this 14<sup>th</sup> day of December, 1999.

GIBBONS, TUCKER, MILLER,  
WHATLEY & STEIN, a  
Professional Association

By:   
Jacqueline B. Whatley, President

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99 DEC 30  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

STATE OF NORTH CAROLINA  
COUNTY OF MECHLENBURG

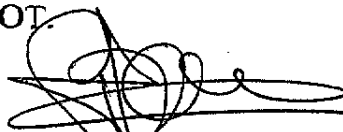
Before me, the undersigned authority, personally appeared ERIC E. E. BESSEM ("Affiant"), who, after being duly sworn, deposes and says as follows:

1. Affiant is the President of Elm, Inc., a North Carolina corporation, that is the sole General Partner of EUROPEAN HOLDINGS III LIMITED PARTNERSHIP, a Florida limited partnership (the "Partnership").

2. Affiant hereby certifies that the total initial amount of capital contributions and anticipated capital contributions by all of the Partners of the Partnership is \$ 2,760,000.00.

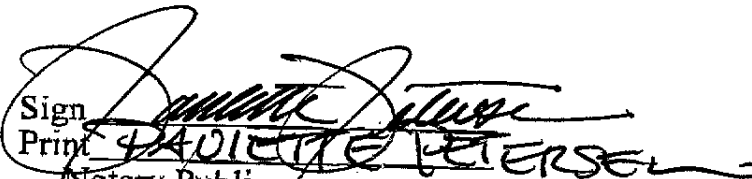
3. Affiant states that the above statements are true to Affiant's knowledge, information and belief.

FURTHER AFFIANT SAYETH NOT.

  
Eric E. E. Bessem

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1997 SWORN TO AND SUBSCRIBED before me this 10 day of DEC,  
by ERIC E. E. BESSEM, who is personally known to me OR who has  
produced FIA Dr LK as identification.

  
Sign \_\_\_\_\_  
Print DAVIDETTE PETERSEN  
Notary Public  
My commission expires: 7-31-01

NOTARY SEAL