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WHITE & REASOR, PLC

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July 13, 2001

Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

7/17

MJH

100004481781--4
-07/17/01--01109--005
****192.50 *****87.50

Re: Formation Documents for Limited Liability Company

Dear Sir or Madam:

Enclosed for filing in your office please find the following documents:

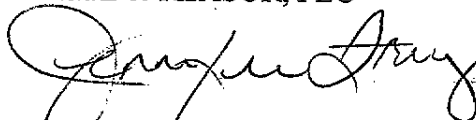
1. Original Certificate of Limited Partnership for New Hill Investments, Limited Partnership;
2. Original Affidavit of Capital Contributions for Florida Limited Partnership;
3. Original Articles of Merger of Hill Investments, L.P., into New Hill Investments, Limited Partnership; and
4. Photocopy of the Agreement and Plan of Merger.

I have also enclosed our firm check made payable to the Florida Department of State in the amount of \$192.50 representing the fees in connection with these filings.

After these documents have been filed in your office, please return them to me in the enclosed return envelope. If you have questions concerning these enclosures, please call me at your earliest opportunity. I appreciate your assistance in this matter.

Sincerely,

WHITE & REASOR, PLC

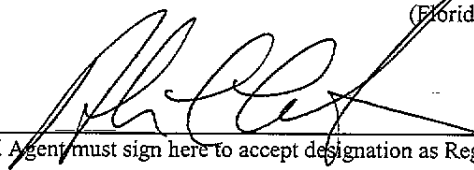


Jennifer R. Frey, Legal Assistant

Enclosures

FILED
01 JUL 17 PM 4:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP

1. New Hill Investments, Limited Partnership.
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")
2. 135 Franklin Boulevard, St. George Island, Florida 32328
(Business address of Limited Partnership)
3. Alton L. Lightsey.
(Name of Registered Agent for Service of Process)
4. Lightsey & Associates, P.A., 2600 Technology Drive, Suite 200, Orlando, Florida 32804.
(Florida street address for Registered Agent)
5. 
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
6. 135 Franklin Boulevard, St. George Island, Florida 32328
(Mailing Address of the Limited Partnership)
7. The last date upon which the Limited Partnership is to be dissolved is: December 30, 2050.
8. Name of the general partner is: REI Capital, LLC, 6012 Johnson Chapel Road, Brentwood, Tennessee 37027
601-10205

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 1 day JUNE, 2001.

Signature of all general partners:

REI CAPITAL, LLC, a Florida
limited liability company

By: 
John W. Coleman, Manager

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

The undersigned constituting all of the general partners of New Hill Investments, Limited Partnership, a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$5,000.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals: \$5,000.00.

Signed this 1 day of JUNE, 2001.

FURTHER AFFIANT SAYETH NOT.

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:

REI CAPITAL, LLC, a Florida
limited liability company

By: John W. Coleman
John W. Coleman, Manager