

A01000000978

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

800004486008--0
-07/19/01--01047--005
***1846.25 ***1846.25

BK

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

KILPATRICK STOCKTON LLP

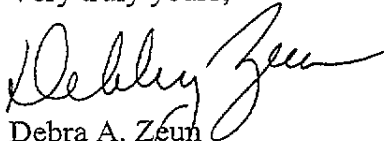
Mr. Buck Kohr
July 18, 2001
Page 2

01 JUL 19 PM 12:49
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

CERTIFICATE OF LIMITED PARTNERSHIP

01 JUL 19 PM 12:49
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. West Groves (Orlando) AIP III, 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)

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

8. Name(s) of general partner(s):

Street address:

Avanti Capital Associates,
formerly known as

Avanti Properties Group, J.V.,
a Florida Joint Venture

Suite 210

431 E. Horatio Avenue

Maitland, FL 32751

601200900214

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 18th 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**

FILED
01 JUL 19 PM 12:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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)

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

The undersigned constituting all of the general partners of West Groves

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

a Florida Limited Partnership, certify:

01 JUL 19 PM 12:49
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

10

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

FILED
01 JUL 19 PM 12:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SOLE GENERAL PARTNER:

WEST GROVES (ORLANDO) AIP III, 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)