

A9700002805

RALPH RICHARDS (1893-1980)
JOHN D. FITE
JOHN E. SLAUGHTER, JR.
EMIL G. PRATESI
R. CARLTON WARD
CYNTHIA I. RICE
THEO J. KARAPHILLIS

TEL: (813) 443-3281
FAX: (813) 446-3741

December 11, 1997

WILLIAM J. GILKEY
WILLIAM M. MACKENZIE
COUNSEL

PORT RICHEY OFFICE

RIDGE PLACE EXECUTIVE CENTER
8410 U.S. HIGHWAY 19 - SUITE 104
PORT RICHEY, FLORIDA 34668
TEL: (813) 841-7833
FAX: (813) 847-6742

Attorneys' Title Insurance Fund
Attn: Barbara
660 East Jefferson Street, Suite 200
Tallahassee, FL 32301

Return to
PILU ASAP

700002371217--0
-12/15/97--01001--024
****140.00 ****140.00

Re: The Clearwater Group, Ltd.

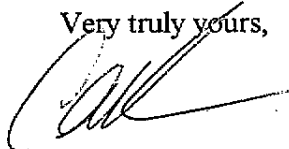
Dear Barbara:

Enclosed please find a Certificate of Limited Partnership and Affidavit of Capital Contributions for the above-referenced limited partnership, which we would like you to hand deliver to the Secretary of State for filing along with our check for filing fees in the amount of \$140.00. These documents need to be filed as soon as possible. Also enclosed is a check in the amount of \$10.00 made payable to Attorney's Title Insurance Fund for your fee.

Please return a certified copy of the filing to us via Federal Express. #0336

Should you have any questions, please feel free to contact me.

Very truly yours,



R. Carlton Ward

RCW/pb
Enclosures

6

FILED
97 DEC 12 PM 3:25
SECRETARY OF STATE
DIVISION OF REGISTRATION

LP - 87.50
CERT 52.50

MR
12/22/97

LAW OFFICES
RICHARDS, GILKEY, FITE, SLAUGHTER, PRATESI & WARD, P.A.
RICHARDS BUILDING
1253 PARK STREET
CLEARWATER, FLORIDA 33756

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OF COUNSEL

PORT RICHEY OFFICE

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8410 U.S. HIGHWAY 19 - SUITE 104
PORT RICHEY, FLORIDA 34666
TEL: (813) 841-7833
FAX: (813) 847-6742

Florida Department of State
Division of Corporations
409 East Gaines Street, 20th Flr.
Tallahassee, Florida 32301

Re: The Clearwater Group, Ltd.

Gentlemen:

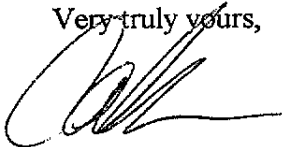
Enclosed for filing regarding the above-captioned limited partnership are the following documents:

1. Affidavit of Capital Contributions that has been executed by the General Partner.
2. Certificate of Limited Partnership that has been executed by the sole General Partner, BBR Properties, Inc.
3. A check in the amount of made payable to the Secretary of State to be allocated as follows:

a. Designation of Registered Agent	\$35.00
b. Filing Fee	\$52.50
c. Certified Copy	<u>\$52.50</u>
	\$140.00

Should you have any questions, please feel free to contact me.

Very truly yours,



R. Carlton Ward

RCW/pb
Enclosures

letters/state.ltr

97 DEC 22 PM 3:25
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 17, 1997

ATTORNEYS TITLE INSURANCE FUND

TALLAHASSEE, FL

SUBJECT: THE CLEARWATER GROUP, LTD., A FLORIDA LIMITED
PARTNERSHIP
Ref. Number: W97000027842

97 DEC 22 PM 3:25
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

We have received your document for THE CLEARWATER GROUP, LTD., A FLORIDA LIMITED PARTNERSHIP and your check(s) totaling \$140.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name with the additional words "A FLORIDA LIMITED PARTNERSHIP." is now acceptable, but the corporate general partner -- BBR PROPERTIES, INC. - is still not qualified in Florida.

This Georgia corporation must be qualified in Florida before the Limited Partnership filing can be completed.

A foreign corporation application form is attached.

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) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 297A00059253

THELMA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 12, 1997

ATTORNEYS TITLE INSURANCE FUND

TALLAHASSEE, FL

SUBJECT: THE CLEARWATER GROUP, LTD.
Ref. Number: W97000027842

We have received your document for THE CLEARWATER GROUP, LTD. and your check(s) totaling \$140.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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) 487-6025.

Cathy A. Mitchell
Corporate Specialist

Letter Number: 397A00058677

*Judy Enre
Buck Kehr
850 487-6914*

Association
FILED
97 DEC 22 PM 3:25
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

CERTIFICATE OF LIMITED PARTNERSHIP

1. The Clearwater Group, Ltd., a Florida Limited Partnership
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership").
2. c/o R. Carlton Ward, 1253 Park Street, Clearwater, FL 33756
(Business address of Limited Partnership)
3. R. Carlton Ward, Esquire
(Name of Registered Agent for Service of Process)
4. 1253 Park Street, Clearwater, FL, 33756
(Florida street address for Registered Agent)
5. [Signature]
(Registered Agent must sign here to accept a designation as Registered Agent for Service of Process)
6. 1253 Park Street, Clearwater, FL, 33756
(Mailing Address of the Limited Partnership)
7. The latest date upon which the Limited Partnership is to be dissolved is: December 31, 2047
8. Name(s) of general partner(s): BBR Properties, Inc., 2026 Powers Ferry Road, #250
a Georgia corporation Atlanta, GA 30339

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 10th day of December, 1997.

Signature of all general partners:

BBR Properties, Inc., a
Georgia corporation,
General Partner

By: [Signature]
Its: PRESIDENT
Print Name: Robert W. Hatfield Jr.

AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP

FILED
97 DEC 22 PM 3:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, being the President of the Corporation that is the sole General Partner of The Clearwater Group, Ltd., a Florida Limited Partnership, certifies:

The amount of Capital Contributions to date of the Limited Partners is \$ 100.00.

The total amount contributed and anticipated to be contributed by the Limited Partners at this time totals \$ 100.00.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Dated this 10th day of December, 1997.

BBR Properties, Inc., a Georgia
Corporation, General Partner

By:

Its:



President
Robert W. Hartfield, Jr.
Print Name