

A98000002732



THE UNITED STATES CORPORATION COMPANY

W98-27697

ACCOUNT NO. : 072100000032

REFERENCE : 059854 4804992

AUTHORIZATION : *Patricia Pizuto*

COST LIMIT : \$ 87.50

ORDER DATE : December 10, 1998

ORDER TIME : 10:03 AM

ORDER NO. : 059854-010

800002708708--1

CUSTOMER NO: 4804992

CUSTOMER: Theodore J. Walkey, Legal Asst
SCOGGINS & GOODMAN, P.C.
SCOGGINS & GOODMAN, P.C.
245 Peachtree Center Ave. N.e.
2800 Marquis One Tower
Atlanta, GA 30303

DOMESTIC FILING

NAME: PALM COAST VEST, L.P.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

98 DEC 10 AM 8:46
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Name	
Availability	<i>MAH</i>
Document Examiner	<i>MAH</i>
Updater	<i>MAH</i>
Updater Verifier	<i>MAH</i>
Acknowledgement	<i>MAH</i>
w. P. Verfyer	<i>MAH</i>

FILE SECOND



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED
DEC 10 PM 4:09
DIVISION OF CORPORATION

December 10, 1998

CSC

SUBJECT: PALM COAST VEST, L.P.
Ref. Number: W98000027697

RESUBMIT

Please give original
submission date as file date.

We have received your document for PALM COAST VEST, L.P. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must add a limited partnership suffix to the name, such as LTD., LIMITED, or LIMITED PARTNERSHIP.

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) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 998A00058396

**CERTIFICATE OF LIMITED PARTNERSHIP
OF PALM COAST VEST, LTD.**

THE INTERESTS IN PALM COAST VEST, L.P. (THE "INTERESTS") ARE SUBJECT TO THE RESTRICTIONS ON TRANSFER AND OTHER TERMS AND CONDITIONS SET FORTH IN THIS AGREEMENT AND MAY NOT BE OFFERED FOR SALE, PLEDGED, HYPOTHECATED, SOLD, ASSIGNED, OR TRANSFERRED AT ANY TIME EXCEPT IN COMPLIANCE WITH THE TERMS AND CONDITIONS HEREOF. THEREFORE, PURCHASERS OF THE INTERESTS WILL BE REQUIRED TO BEAR THE RISK OF THEIR INVESTMENTS FOR AN INDEFINITE PERIOD OF TIME. THE INTERESTS HAVE NOT BEEN REGISTERED (i) UNDER ANY STATE SECURITIES LAWS (THE "STATE ACTS"), (ii) UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE "FEDERAL ACT"), OR (iii) UNDER THE SECURITIES LAWS OF ANY FOREIGN JURISDICTION (THE "FOREIGN ACTS"), AND NEITHER THE INTERESTS NOR ANY PART THEREOF MAY BE OFFERED FOR SALE, PLEDGED, HYPOTHECATED, SOLD, ASSIGNED, OR TRANSFERRED AT ANY TIME EXCEPT IN COMPLIANCE WITH THE TERMS AND CONDITIONS OF THIS AGREEMENT AND (1) PURSUANT TO AN EFFECTIVE REGISTRATION STATEMENT UNDER ANY APPLICABLE STATE ACTS OR IN A TRANSACTION THAT IS EXEMPT FROM REGISTRATION UNDER SUCH STATE ACTS OR FOR WHICH SUCH REGISTRATION OTHERWISE IS NOT REQUIRED, (2) PURSUANT TO AN EFFECTIVE REGISTRATION STATEMENT UNDER THE FEDERAL ACT OR IN A TRANSACTION THAT IS EXEMPT FROM REGISTRATION UNDER THE FEDERAL ACT OR FOR WHICH SUCH REGISTRATION OTHERWISE IS NOT REQUIRED, AND (3) PURSUANT TO AN EFFECTIVE REGISTRATION STATEMENT UNDER ANY APPLICABLE FOREIGN ACTS OR IN A TRANSACTION THAT IS EXEMPT FROM REGISTRATION UNDER ANY APPLICABLE FOREIGN ACTS OR FOR WHICH SUCH REGISTRATION IS NOT OTHERWISE REQUIRED.


1. The name of the limited partnership is Palm Coast Vest, Ltd.(the "Partnership").
2. The business address of the Partnership is 6111 Peachtree Dunwoody Road, Building B 102, Atlanta, Georgia 30328.
3. The mailing address of the Partnership is 6111 Peachtree Dunwoody Road, Building B 102, Atlanta, Georgia 30328.
4. The Registered Agent for Service of Process is Corporation Service Company, located at 1201 Hays Street, Tallahassee, Florida 32301. Delorah D. Skipper accepts the designation as Registered Agent for Service of Process.
5. The latest date upon which the Partnership shall be dissolved is December 31, 2068.
6. The General Partner of the Partnership is Crabapple Vest, L.L.C., a Georgia limited liability company, located at 6111 Peachtree Dunwoody Road, Building B - 102, Atlanta, Georgia 30328.

98 DEC 10 AM 8:46
STATE PARTNERSHIP
DIVISION OF CORPORATIONS

Under 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.

Signed this 9th day of December, 1998.

CRABAPPLE VEST, L.L.C., a Georgia limited liability company

By: 
William R. Collins, Manager

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR PALM COAST VEST, LTD.**

The undersigned constituting all of the general partners of Palm Coast Vest, Ltd. a Florida limited partnership, certify:

The amount of capital contributions to date of the limited partners is \$99.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$99.00.

Signed this 9th day of December, 1998.

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.

Crabapple Vest, L.L.C., a Georgia limited liability company

By: 

William R. Collins, Manager