

Document Number

B000000000383

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

CORPORATION(S) NAME

500003505855--6
-12/19/00--01058--014
***1785.00 ***1785.00

Alta Key, L.P.

FILED
00 DEC 9 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- | | | |
|---|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input checked="" type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
Acknowledgement _____
W.P. Verifier _____

12/14/00

Order#:

Ref#:

Amount:\$

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DEC 19 11 30 AM '00
RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten initials
12/19

APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

1. Alta Key, L.P. (Name of limited partnership as it is in the home state)

2. (If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED" or "LTD.")

3. Georgia (State of Formation) 4. December 7, 2000 (Date of Formation)

5. C T Corporation System (Name of Registered Agent for Service of Process)

6. c/o C T Corporation System, 1200 South Pine Island Road (Street Address of Registered Office)

Plantation, Florida 33324 (City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process: C T Corporation System

Constance Began (Agent must sign on this line)

8. 3343 Peachtree Road, NE, Suite 1600

Atlanta, GA 30326 (Address of registered office required in state of formation or, if not required, address of principal office.)

Table with 2 columns: NAMES OF GENERAL PARTNERS, STREET ADDRESS. Row 1: Wood Alta Key, L.L.C., 1110 Northchase Parkway, Suite 150, Marietta, Georgia 30067

10. 1110 Northchase Parkway, Suite 150, Marietta, Georgia 30067 (Office where Names, Addresses and Contributions of Limited Partners are kept.)

11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

CONTINUED

FILED 00 DEC 19 PM 3:38 SECRETARY OF STATE TALLAHASSEE, FLORIDA

12. 1110 Northchase Parkway, Suite 150, Marietta, Georgia 30067

(Mailing Address of Limited Partnership)

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

This 5th day of DECEMBER, 2000

Wood Alta Key, L.L.C., a Georgia limited liability company, its general partner

By: Ryan J. Wearle
General Partner

FILED
00 DEC 19 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF Georgia

COUNTY OF DeKalb

On this 5th day of December, 2000

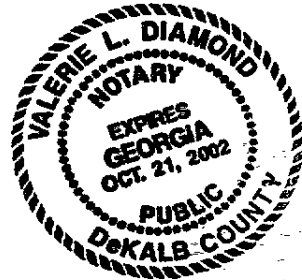
RYAN DEARBORN personally appeared before me,

who is personally known to me

whose identity I proved on the basis of _____

Valerie L. Diamond
(Notary Public Signature)

Valerie L. Diamond
(Notary's Printed Name)



Seal My Commission Expires: _____

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Ryan Dearborn,
a general partner of Alta Key, L.P., a (an) _____
limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 5,750,000.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 5,750,000.

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

This 5th day of DECEMBER, 2000.

FILED
00 DEC 19 PM 3:38
SECOND JUDICIAL CIRCUIT
TALLAHASSEE, FLORIDA

Ryan J. Dearborn
General Partner

STATE OF Georgia
COUNTY OF DeKalb

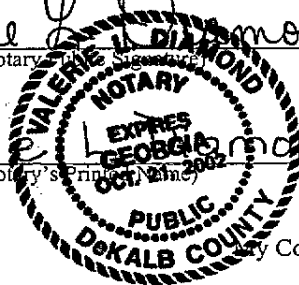
On this 5th day of December, 2000.

_____, personally appeared before me,

- who is personally known to me
- whose identity I proved on the basis of _____

Valerie L. Diamond
(Notary)

Valerie L. Diamond
(Notary's printed name)



Seal _____ Commission Expires: _____