

B010000000272

August 3, 2001

Penny J. Farr
404-504-5468
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www.mmlaw.com

VIA UNITED PARCEL SERVICE

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

000004519870--2
-08/06/01--01118--009
***1785.00 ***1785.00

Re: Ginn-LA Orlando II, LLLP

Dear Sir/Madam:

B01-272

Enclosed are the following documents to qualify the above-referenced entity in Florida:

1. Application by Foreign Limited Partnership for Authorization to Transact Business in Florida
2. A check for \$1,785.00 to cover the qualification and designation of registered agent fees

Please qualify the entity in Florida and return the evidence of same to me. If you have any questions, please give me a call at 404-504-5468. Thank you for handling these filings.

Very truly yours,

MORRIS, MANNING & MARTIN, LLP

Penny J. Farr

Penny J. Farr
Paralegal

Enclosures

FILED
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TALLAHASSEE, FLORIDA

Atlanta
404.233.7000
1600 Atlanta Financial Center
3343 Peachtree Road, N.E.
Atlanta, Georgia 30326-1044
Fax: 404.365.9532

With offices in
Washington, D.C.
Charlotte, North Carolina

#821954 v1 - GLO FL app transn ltr

CONSENT TO USE OF ENTITY NAME

GINN-LA ORLANDO, LLLP

AUGUST 1, 2001

Dear Sir:

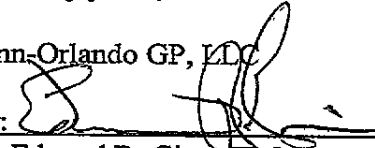
I, the undersigned, being the authorized General Partner of the above named limited liability limited partnership do hereby give consent to your office to issue a name reservation for the following proposed limited liability limited partnership:

GINN-LA ORLANDO II, LLLP

This is to advise your office that my company has no objection to the above name being granted as a name reservation and that name being formed under Florida Law or qualified as a foreign entity doing business in Florida.

Sincerely yours,

Ginn-Orlando GP, LLC

By: 
Edward R. Ginn, III, Manager

GINN-LA ORLANDO, LLLP
1 Florida Park Drive, South
Suite 319
Palm Coast, Florida 32137

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Florida Department of State, Sandra B. Mortham, Secretary of State

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

1. Ginn-LA Orlando II, LLLP
(Name of limited partnership as it is in the home state)

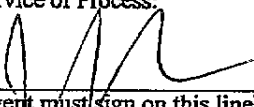
2. _____
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED" or "LTD.")

3. Georgia 4. August 2, 2001
(State of Formation) (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

(Agent must sign on this line)

8. John G. Morris, Esq., Morris Manning & Martin, LLP
3343 Peachtree Road, Suite 1600, Atlanta, Georgia 30326
(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS STREET ADDRESS

Ginn-Orlando GP, LLC 1 Florida Park Dr, South, Suite 319, Palm Coast, FL 32137

M-1191

10. 1 Florida Park Dr, South, Suite 319, Palm Coast, FL 32137
(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.

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RECEIVED DATE
TALLAHASSEE FLORIDA

12. 1 Florida Park Dr, South, Suite 319, Palm Coast, FL 32137

(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 1st day of August, 19 2001.

Ginn Orlando, GP, LLC

BY: [Signature]

Edward R. Ginn, III General Partner
Manager

STATE OF Florida

COUNTY OF Flagler Orange

On this 1st day of August, 19 2001

Edward R. Ginn personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____

Kristina M Rhoads
(Notary Public Signature)

Kristina M. Rhoads
(Notary's Printed Name)



Kristina M Rhoads
My Commission CC931258
Expires April 12, 2002

Seal

My Commission Expires: _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

BEFORE ME the undersigned personally appeared Edward R. Ginn, III, Mgr of Ginn-Orlando GP, LLC
a general partner of Ginn-LA Orlando II, LLLP, a (an) Georgia
limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 60,000,000.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 60,000,000.

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 13 day of August, 19 2001.



General Partner
Ginn-Orlando GP, LLC BY: Edward R. Ginn, III, Mgr.

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STATE OF FLORIDA
TALLAHASSEE

STATE OF Florida

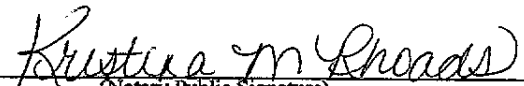
COUNTY OF Flagler Orange

On this 1st day of August, 19 2001,

Edward R. Ginn, personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____



(Notary Public Signature)

Kristina M. Rhoads

(Notary's Printed Name)

Seal

My Commission Expires: