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VIA FEDERAL EXPRESS

Mr. Buck Kohr
Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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-10/05/01--01002--002
***1785.00 ***1785.00

Re: State of Florida Qualifications of Avanti Strategic Land Investors IV (Active),
L.P., Avanti Strategic Land Investors IV (Passive), L.P. and Avanti Strategic
Land Partners IV, L.P.

Dear Buck:

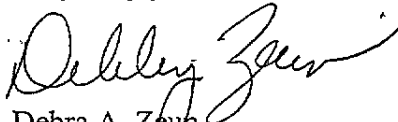


Enclosed are two (2) counterparts each of documents to qualify the above three (3) foreign limited partnerships to transact business in Florida. Also enclosed are three (3) of our firm's checks each payable to the Florida Secretary of State attached to the appropriate documents for the registered agent and qualification fees. Please file these document, and return to me evidence of filing in the enclosed return Federal Express envelope.

Please call me if you encounter a problem with these filings. As always, many thanks for all of your assistance.

Best regards.

Very truly yours,


Debra A. Zeun
Legal Assistant



FILED
01 OCT -4 AM 10:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures
cc: M. Andrew Kauss, Esq.

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

1. The name of the Partnership is: Avanti Strategic Land Investors IV (Passive), L.P.,
Registered Limited Liability Limited Partnership
2. State of Formation: Delaware
3. Date of Formation: November 13, 2000
4. Name of Registered Agent for Service of Process: Charles Schwartz.
5. Street Address for Registered Agent: c/o Avanti Properties Group, LLC, 431 E.
Horatio Avenue, Suite 210, Maitland, FL 32751
6. Acceptance by the Registered Agent for Service of Process:

Charles Schwartz
Charles Schwartz

7. Address of Principal Office: c/o Avanti Properties Group, LLC, 431 E. Horatio
Avenue, Suite 210, Maitland, FL 32751
8. Name of General Partners: Avanti Properties Group, LLC
LOU0000013462
Avanti Real Estate Advisors, Inc.
F93000005866
- Specific Address: Suite 210
431 East Horatio Avenue
Maitland, Florida 32751
880 Third Avenue
Third Floor
New York, New York 10022
9. Office where Names, Addresses and Contributions of Limited Partners are kept:
c/o Avanti Properties Group, LLC, J.V., 431 E. Horatio Avenue, Suite 210, Maitland,
FL 32751
10. Mailing Address of Limited Partnership: c/o Avanti Properties Group, LLC, 431 E.
Horatio Avenue, Suite 210, Maitland, FL 32751

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

Signed this 28th day of September, 2001.

Signature of a General Partner:

AVANTI PROPERTIES GROUP, LLC, a
Florida limited liability company

By: Avanti Management Partners, J.V., a Florida
joint venture, as manager

By: Avanti Development Corporation, a Florida
corporation, as managing venturer

By: Charles Schwartz
Charles Schwartz, President

(CORPORATE SEAL)

STATE OF FLORIDA

COUNTY OF ORANGE

On this 28 day of September, 2001, Charles Schwartz personally appeared
before me, who is personally known to me.

Janet R Childress
(Notary Public Signature)

(Notary's Printed Name)

JANET R. CHILDRESS
Notary Public, State of Florida
My comm. exp. May 27, 2003
Comm. No. CC817450

My Commission Expires: _____

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

The undersigned partner of **Avanti Strategic Land Investors IV (Passive), L.P., Registered Limited Liability Limited Partnership** executed this affidavit filed pursuant to section 620.169, Florida Statutes.

The total amount of the capital contributions of the limited partners that is allocated for the purpose of transacting business in Florida is: \$10,000,000.00.

The Partnership's total limited partner contribution amount is \$132,183,116.00.

Signed this 28th day of September, 2001.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury I declare that I have read the foregoing and that the facts are true, to the best of my knowledge and belief.

GENERAL PARTNER:

AVANTI PROPERTIES GROUP, LLC, a Florida limited liability company

By: Avanti Management Partners, J.V., a Florida joint venture, as manager

By: Avanti Development Corporation, a Florida corporation, as managing venturer

By: Charles Schwartz
Charles Schwartz, President

(CORPORATE SEAL)

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FLORIDA