

** JOB STATUS REPORT ** OF JUN 26 2002 10:57 AM PAGE 01

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Fax Confirmation:

JOB #575
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001 6/25 10:35A 751#0010#18502050383# EC--S 01'13" 005 OK L1

Division of Corporations

Page 1 of 1

** ORIGINALLY SENT ON
The 25th
* ATTN: BUCK KOB*

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

FILED
JUN 25 PM 12: 58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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((H02000156950 6)))

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Fax Number : (850) 205-0383

From:
Account Name : HOLLAND & KNIGHT (PT. LAUDERDALE)
Account Number : 075410003271
Phone : (954) 525-1000
Fax Number : (954) 463-2030

Return to: Vivian C. Rivero (33rd)
Chat #: 77751-0010

BK

FOREIGN LIMITED PARTNERSHIP
FLAGLER LANDING, L.P.

RECEIVED
02 JUN 26 PM 12: 18
DIVISION OF CORPORATION

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$140.00

FAX AUDIT NO. H02000156950 6

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

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

02 JUN 25 PM 12:58
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. FLAGLER LANDING, 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. JUNE 24, 2002 (Date of Formation)

5. PRYSE R. ELAM c/o GREYSTAR
(Name of Registered Agent for Service of Process)

6. 70 SE 4th AVENUE
(Street Address of Registered Office)

DELRAY BEACH, Florida 33483
(City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process:
PRYSE R. ELAM
x *[Signature]*
(Agent must sign on this line)

8. FIVE PIEDMONT CENTER, SUITE 750
ATLANTA, GEORGIA 30305
(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS STREET ADDRESS
ATLANTIC AVENUE PARTNERS III, LLC 70 SE 4th AVENUE, DELRAY BEACH, FL 33483

TMW REAL ESTATE GROUP, LLC TWO RAVINIA DRIVE, SUITE 400, ATLANTA, GA 30346

10. 70 SE 4th AVENUE, DELRAY BEACH, FL 33483
(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

FAX AUDIT NO. H02000156950 6

12. 70 SE 4th AVENUE

DELRAY BEACH, FL 33483

(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 25 day of June 2002

X *Pryse R. Elam* FOR ATLANTIC AVENUE PARTNERS III, LP
PRYSE R. ELAM General Partner

STATE OF Florida

COUNTY OF Palm Beach

On this 25 day of June, 2002

Pryse R. Elam personally appeared before me,

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

Elizabeth Schmidt
(Notary Public Signature)

Elizabeth Schmidt
(Notary's Printed Name)



Elizabeth Schmidt
Commission # CC 913947
Expires Feb. 27, 2004
Bonded Through
Atlantic Bonding Co., Inc.

Seal My Commission Expires: 2-27-04

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SECRETARY OF STATE

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared PRYSE R. ELAM OF ATLANTIC AVENUE PARTNERS III, LLC a general partner of FLAGLER LANDING, L.P., 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 \$ 10.00.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 10.00.

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 25 day of June, 2002

[Signature]
PRYSE R. ELAM FOR ATLANTIC AVENUE PARTNERS III, LLC
General Partner

STATE OF Florida
COUNTY OF Palm Beach

On this 25 day of June, 2002

Pryse R. Elam, personally appeared before me,

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

[Signature]
(Notary's Public Signature)
Elizabeth Schmidt
(Notary's Printed Name)



Elizabeth Schmidt
Commission # CC 913947
Expires Feb. 27, 2004
Bonded Through
Atlantic Bonding Co., Inc.

Seal My Commission Expires: 2-27-04

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Secretary of State
Corporations Division
315 West Tower

#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CONTROL NUMBER : 0231800
EFFECTIVE DATE : 06/24/2002
JURISDICTION : GEORGIA
REFERENCE : 0044
PRINT DATE : 06/24/2002
FORM NUMBER : 327

DEIDRE A. FRANCIS
FOLTZ MARTIN, LLC
3525 FIEDMONT RD., N.E., SUITE 750
ATLANTA, GA 303051541

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP FILING

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the domestic limited partnership

FLAGLER LANDING, L.P.
A DOMESTIC LIMITED PARTNERSHIP

has filed, as of the effective date stated above, its Certificate of Limited Partnership with the Secretary of State and has paid all fees as required by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



FAX AUDIT NO. H02000156950 6



Cathy Cox
Secretary of State