



August 29, 2002

2839 Paces Ferry Road, Suite 1170
Atlanta, Georgia 30339
Fax 770-850-0655 or 770-984-1951
Telephone 770-984-9500

Via Hand Delivery

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

Re: Vinings Investment Group, LLC
Boardwalk 13th, L.P., LTD.

To Whom It May Concern:

Please find enclosed the following:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 SEP - 3 AM 10:11

1. Vinings Investment Group, LLC

- A. Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida.
- B. Certificate of Designation of Registered Agent/Registered Office.
- C. Certificate of Existence from Georgia Secretary of State.
- D. Check in the amount of \$130 for the Filing Fee, Designation of Registered Agent, and one Certificate of Status.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

2. Boardwalk 13th, L.P., LTD.

- A. Application by Foreign Limited Partnership for Authorization to Transact Business in Florida.
- B. Affidavit of Capital Contributions for a Foreign Limited Partnership.
- C. Check in the amount of \$1,793.75 for the Filing Fee, Designation of Registered Agent and one Certificate under Seal.

Please process the Application by Foreign Limited Liability Company for Vinings Investment Group, LLC first, as this is the General Partner for Boardwalk 13th, L.P., LTD.

Please return the acknowledgements and certified copies in the enclosed Federal Express envelope as follows:

Stephanie A. Reed
2839 Paces Ferry Road, Suite 1170
Atlanta, Georgia 30339

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-09/03/02--01015--011
***1793.75 ***1793.75

If you should have any questions, please do not hesitate to contact me at (770) 984-9500, extension 333.

Sincerely,

Vinings Investment Group, LLC

Stephanie A. Reed
By: Stephanie A. Reed, Manager

Enclosures

B02-289
OK

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

1. Boardwalk 13th, L.P.
(Name of limited partnership as it is in the home state)

2. Boardwalk 13th, L.P., LTD.
(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 8, 2002
(State of Formation) (Date of Formation)

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

6. 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:


(Agent must sign on this line)

Allan Farnell, Vice President

8. 2839 Paces Ferry Road, Suite 1170, Atlanta, Georgia 30339
(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS	STREET ADDRESS
<u>Vinings Investment Group, LLC,</u>	<u>2839 Paces Ferry Road, Suite 1170</u>
<u>MO2-2293</u>	<u>Atlanta, Georgia 30339</u>

10. 2839 Paces Ferry Road, Suite 1170, Atlanta, Georgia 30339
(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

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12. 2839 Paces Ferry Road, Suite 1170, Atlanta, Georgia 30339

(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.

Signed this 29th day of August, 2002.

Vinings Investment Group, LLC

Stephanie A. Reed

General Partner

By: Stephanie A. Reed - Manager

STATE OF Georgia

COUNTY OF Cobb

On this 29th day of August, 2002.

Stephanie Reed

, personally appeared before me

☐ who is personally known to me

☒ whose identity I proved on the basis of GA Drivers License

Katherine Norton

(Notary Public Signature)

Katherine Norton

(Notary's Printed Name)

Notary Public, Douglas County, Georgia.
My Commission Expires April 20, 2003.

My Commission Expires: _____

Seal

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Vinings Investment Group, LLC
a general partner of Boardwalk 13th, L.P., LTD., 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 \$ 1,925,000.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 1,925,000.

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.

Signed this 29th day of August, 2002.

Vinings Investment Group, LLC - General Partner
By: Stephanie A. Reed - Manager
Stephanie A. Reed
General Partner

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 SEP -3 AM 10:12

STATE OF Georgia
COUNTY OF Cobb

On this 29th day of August, 2002,

Stephanie Reed, personally appeared before me,

☐ who is personally known to me

☒ whose identity I proved on the basis of GA Drivers License

Katherine Morton

(Notary Public Signature)

Katherine Morton

(Notary's Printed Name)

Notary Public, Douglas County, Georgia
My Commission Expires April 20, 2003.

Seal: My Commission Expires: _____