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DIVISION OF CLERK OF COURT

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12-18-02

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Clayton - 138, LP

- ☐ Art of Inc. File
- ☐ LTD Partnership File
- ☒ Foreign ^{LP} Corp. File
- ☐ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☐ Merger File
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☐ Annual Report / Reinstatement
- ☒ Cert. Copy
- ☐ Photo Copy
- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
- ☐ Courier

Signature

Requested by:

Name

Date

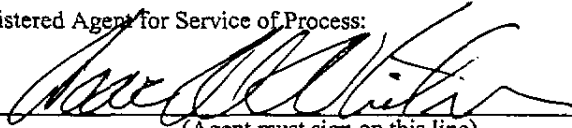
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AND
FILE

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

1. Clayton-138, L.P.
(Name of limited partnership as it is in the home state)
2. NA
(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. 05/26/1993
(State of Formation) (Date of Formation)
5. Howe D. Whitman
(Name of Registered Agent for Service of Process)
6. 1400 Grasslands Blvd., Unit 37
(Street Address of Registered Office)
- Lakeland, Florida 33803
(City) (Zip Code)
7. Acceptance by the Registered Agent for Service of Process:

(Agent must sign on this line)
8. 4102 Whitewater Creek Rd., Atlanta, Georgia 30327
(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>Heritage Equities Incorporated</u> | <u>225 E. Lemon Street, # 225, Lakeland, FL 33801</u> |
10. 4102 Whitewater Creek Rd., Atlanta, GA 30327
(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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12. 4102 Whitewater Creek Rd., Atlanta, Georgia 30327 also

225 E. Lemon Street, Suite 210, Lakeland, Florida 33801

(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 16 day of December, 2002

Howe D. Whitman
President of the General Partner

STATE OF Georgia

COUNTY OF Fulton

On this 16 day of December, 2002

Howe D. Whitman, personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____

Vincent B. Merkle, Jr.
(Notary Public Signature)

Vincent B. Merkle, Jr.
(Notary's Printed Name)

My Commission Expires: 10/3/05



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AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Howe D. Whitman, President of Heritage Equities
a general partner of Clayton-138, 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 \$ 25,000.00.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 5000.00.

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.

Signed this 16 day of December, 2002.

Heritage Equities Incorporated

General Partner

STATE OF Georgia

COUNTY OF Fulton

On this 16th day of December, 2002,

Howe D. Whitman, personally appeared before me,

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


(Notary Public Signature)

Vincent B. Merkle, Jr.

(Notary's Printed Name)

Commission Expires: 10/3/05



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TALLAHASSEE, FLORIDA

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