

BO2000000419

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

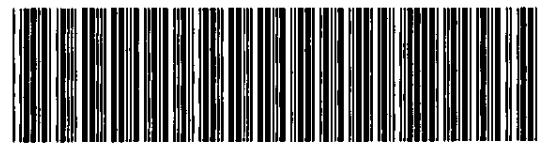
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

G. MCLEOD
APR - 4 2012
EXAMINER



800227002828

04/03/12--01025--004 **52.50

FILED
12 APR - 3 AM 10: 50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CLAYTON-138, LLC

Post Office Box 725589
Atlanta, Georgia 31139-2589

Telephone: (678) 564-0600
Facsimile: (678) 564-0603

E-mail: v@heritage-equities.com
Address: 2550 Heritage Ct, Suite 155
Atlanta, GA 30339-3062

March 28, 2012

Florida Department of State
Division of Corporations
Registration Section
P.O. Box 6327
Tallahassee, FL 32314

Re: Foreign Entity: Clayton-138, L.P.
Florida Document # B02000000419

Dear Sir or Madam:

Clayton-138, L.P. domiciled in the State of Georgia, underwent a conversion from a Georgia Limited Partnership to a Georgia Limited Liability Company this past December 1, 2011.

When I inquired with the Division of Corporations in Florida about who to reflect this change with regards this entity's Foreign Status in Florida, I was informed to file a "Notice of Cancellation" for the foreign limited partnership, and pay the affiliated fees and simultaneously file a new "Application by Foreign Business Limited Liability Company for Authorization to Transact Business in Florida," and pay the affiliated fees.

Attached please find the following regarding the above:

- Cover Letter: Clayton-138, L.P.
- Notice of Cancellation for Foreign Limited Partnership – Clayton-138, L.P.
- Check # 7009 in the amount of \$52.50
 - Filing Fee

- Cover Letter: Clayton-138, LLC
- Application by Foreign Business Limited Liability Company for Authorization to Transact Business in Florida – Clayton-138, LLC
- Certificate of Designation of Registered Agent/Registered Office – Clayton-138, LLC
- Check # 7008 in the amount of \$130.00
 - Filing Fee for Application - \$100.00
 - Designation of Registered Agent - \$25.00
 - Certificate of Status - \$5.00
- Certificate of Existence – State of Georgia, Clayton-138, LLC dated March 27, 2012

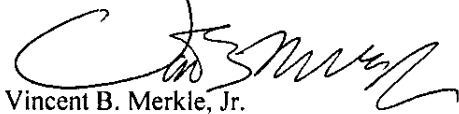
Florida Department of State
Division of Corporations – Registration Section
Page 2 of 2

Please note that there has been no change in registered agent in Florida for this entity, we are only trying to reflect the entity's status as a result of its conversion to a Limited Liability Company in its domiciled State of Georgia.

In the event the provided information is not how the State of Florida would prefer to handle this conversion, please contact me at the letterhead address.

Yours very truly,

CLAYTON-138, LLC



Vincent B. Merkle, Jr.
Registered Agent – Georgia

Enc.

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: CLAYTON-138, L.P.

(Name of Foreign Limited Partnership or Limited Liability Limited Partnership)

The enclosed Notice of Cancellation and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Vincent B. Merkle, Jr.

(Contact Person)

Clayton-138, LLC

(Firm/Company)

P.O. Box 725589

(Address)

Atlanta, GA 31139-2589

(City, State and Zip Code)

For further information concerning this matter, please call:

Vincent Merkle

(Name of Contact Person)

at (877) 841-0605

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

\$52.50 Filing Fee

\$61.25 Filing Fee
and Certificate of
Status

\$105.00 Filing Fee
and Certified Copy

\$113.75 Filing Fee,
Certified Copy, and
Certificate of Status

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**NOTICE OF CANCELLATION
FOR
FOREIGN LIMITED PARTNERSHIP
OR
LIMITED LIABILITY LIMITED PARTNERSHIP**

CLAYTON-138, L.P.

(Name of limited partnership or limited liability limited partnership)

GEORGIA

(Jurisdiction of formation)

05/30/2003

(Date authorized to transact business in Florida)

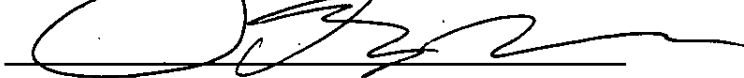
This foreign limited partnership or limited liability limited partnership is no longer transacting business in Florida and wishes to cancel its certificate of authority pursuant to s. 620.1907, F.S.

This entity appoints the Florida Department of State as its agent for service of process for rights of action arising out of the transaction of business in this state.

Effective date, if other than the date of filing: _____

(Effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

Signature of a general partner:



Typed or printed name:

Vincent B. Merkle, Jr. Vice President of the General Partner

Filing Fee: \$52.50
Certified Copy (optional): \$52.50
Certificate of Status (optional): \$8.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12 APR -3 AM 10:51

FILED