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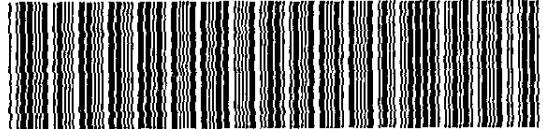
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



THE GOODMAN COMPANY

1750
B04000000012

June 17, 2005

Division of Corporations
Personal and Confidential
Attention: Buck Kohr
P.O. Box 6327
Tallahassee, FL 32314

FILED
05 JUN 21 AM 10:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: 2005 Uniform Business Report
Second Fairgrounds Holding GP LLC
Fairgrounds Associates, Ltd.
Second Fairgrounds Associates, Ltd.

Dear Mr. Kohr:

Thank you for your excellent assistance informing us how we should complete the filing of the 2005 Uniform Business Reports stated above. Please be advised that we did not receive the form for Second Fairgrounds Holding GP LLC (the Delaware LLC #M03000002397), which serves as general partner of the two partnerships.

As instructed we have completed the LLC's reinstatement form and enclosed our \$105.00 check # 29443 which includes a \$50.00 filing fee for each year, 2004 and 2005, and \$5.00 for the 2005 Certificate of Status. The 2005 UBR's for Fairgrounds Associates, Ltd. (#A98000000697) and Second Fairgrounds Associates, Ltd. (#A00000000048) are merely being returned as originally filed.

Please process these reports and issue the Certificates of Status. Thank you for your attention to this matter.

Very truly yours,

THE GOODMAN COMPANY

Melodie S. Shipton
Controller

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TALLAHASSEE, FLORIDA

MSS/me

**SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A
FOREIGN LIMITED PARTNERSHIP**

The undersigned general partners of Second Chapel Associates LP,
_____ a (an) Limited Partnership, executed this
supplemental affidavit filed pursuant to section 620.176, Florida Statutes. The total amount of
the capital contributions of the limited partners allocated for the purpose of transacting
business in Florida is: \$ 10,141,049.

Signed this 16th day of June, 2005.

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
BBD WesleyChapel LLC, general partner
by: Goodman Properties, Inc., its manager

William A. Shewalter
William A. Shewalter, Vice President

FEES:

\$7 per \$1,000 based on the additional contributions
(Minimum \$52.50 - Maximum \$1,750.00)

Make checks payable to Florida Department of State and mail to:
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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