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From:

Account Name : C T CORPORATION SYSTEM
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FOREIGN LIMITED PARTNERSHIP

Zohouri Mezzanine Portfolio, LP

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DIVISION OF CORPORATIONS

J. BRYAN AUG 29 2005

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

1. Zohouri Mezzanine Portfolio, LP
(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 4. _____
(State of Formation) (Date of Formation)
5. CT Corporation System
(Name of Registered Agent for Service of Process)
6. c/o CT Corporation System, 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:
CT Corporation System
By: Dale W. Morris DALE W. MORRIS
(Agent must sign on this line) ASSISTANT VICE PRESIDENT
8. 4001 Presidential Parkway, Atlanta, Georgia 30340
(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>Zohouri Mezzanine Portfolio GP, LLC</u> | <u>4001 Presidential Parkway, Atlanta, Georgia 30340</u> |
| <u>#M05000004772</u> | |
10. 4001 Presidential Parkway, Atlanta, Georgia 30340
(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of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.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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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

12. 4001 Presidential Parkway, Atlanta, Georgia 30340

(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 24th day of August, 2005



General Partner Fred S. Zahouri, Manager of the General Partner

STATE OF Georgia

COUNTY OF DeKalb

On this 24th day of August, 2005

Fred S. Zahouri, personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of


(Notary Public Signature)

Brittany M. Crawford

(Notary's Printed Name)



My Commission Expires: 11/15/2008

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DIXIE CORPORATION'S
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Fred S. Zohouri, Manager of Zohouri Mezzanine Portfolio GP, I,
a general partner of Zohouri Mezzanine Portfolio, LP, a (an) foreign
limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 10,000.00.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 10,000.00.

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 24th day of August, 2005.



General Partner
Fred S. Zohouri, Manager of Zohouri Mezzanine Portfolio GP, LLC

STATE OF Georgia

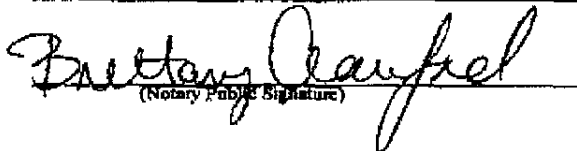
COUNTY OF DeKalb

On this 24th day of August, 2005.

Fred S. Zohouri, Manager of Zohouri Mezzanine Portfolio GP, LLC, personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____


(Notary Public Signature)

Brittany M. Crawford

(Notary's Printed Name)



My Commission Expires 11/15/2008

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