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(Requestor's Name)

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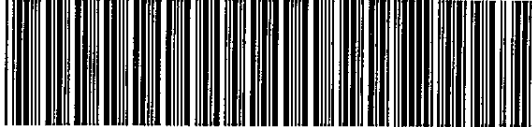
(Business Entity Name)

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

W05-56321
↓ SPECIAL DEC 23 2005

↓ SPECIAL DEC 30 2005

12-30-05

14:44

From-RICHARDS GILKEY ATTYS

727-447-8830

T-458 P.02/05 F-797

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: BAY PARK, LP (Bay Park of Clearwater, LP)
(Name of Foreign Limited Partnership)

Dear Sir or Madam:

The enclosed application, affidavit and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

R. CARLTON WARD, ESQ.

(Name of Person)

RICHARDS, GILKEY, FITE, SLAUGHTER, PRATESI & WARD,

(Firm/Company)

1250 PARK STREET

(Address)

CLEARWATER, FL 33756

(City/State and Zip Code)

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TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

R. Carlton Ward

(Name of Person)

at (727) 443-3281

(Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

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

MAILING ADDRESS:

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 23, 2005

R. CARLTON WARD, ESQ.
RICHARDS, GILKEY, FITE, SLAUGHER, ET AL
1253 PARK STREET
CLEARWATER, FL 33756

SUBJECT: BAY PARK, LP
Ref. Number: W05000056321

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for BAY PARK, LP and your check(s) totaling \$1890.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan
Document Specialist

Letter Number: 005A00073412

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

1. Bay Park, LP
(Name of limited partnership as it is in the home state)

2. Bay Park of Clearwater, LP
(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. Delaware 4. 10/12/05
(State of Formation) (Date of Formation)

5. R. Carlton Ward, Esq.
(Name of Registered Agent for Service of Process)

6. 1253 Park Street
(Street Address of Registered Office)

Clearwater Florida 33756
(City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process:

(Agent must sign on this line)

8. 650 Washington Road, Suite 500
Pittsburgh, PA 15228
(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>Bay Park, LLC</u>	<u>650 Washington Rd, Suite 500</u>
<u>#MD5000007031</u>	<u>Pittsburgh, PA 15228</u>

10. 650 Washington Rd, Suite 500, Pittsburgh, PA 15228
(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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 TALLAHASSEE, FLORIDA
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12. 650 Washington Rd, Suite 500, Pittsburgh, PA 15228

(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 19th day of December, 2005

Bay Park, LLC

By: ~~_____~~
R. Gordon Mathews General Partner

STATE OF Pennsylvania

COUNTY OF Allegheny

On this 19th day of December, 2005

R Gordon Mathews, personally appeared before me,

who is personally known to me

whose identity I proved on the basis of _____

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TALLAHASSEE, FLORIDA

Darlene A. Lipousek
(Notary Public Signature)

Darlene A. Lipousek
(Notary's Printed Name)

Seal

My Commission Expires: _____

COMMONWEALTH OF PENNSYLVANIA
Darlene A. Lipousek, Notary Public
Mt. Lebanon Twp., Allegheny County
My Commission Expires: Sept. 20, 2008
Member, Pennsylvania Association Of Notaries

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared _____
a general partner of Bay Park, LP, a (an) Delaware
limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 3,450,006.00
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 3,450,006.00

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 19th day of December, 2005.

BAY PARK, LLC

BY: [Signature]
General Partner

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

STATE OF Pennsylvania
COUNTY OF Allegheny

On this 19th day of December, 2005.

R Gordon Matthews, personally appeared before me,

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

[Signature]
(Notary Public Signature)

Darlene A. Lipovsek
(Notary's Printed Name)

COMMONWEALTH OF PENNSYLVANIA
Notarial Seal
Darlene A. Lipovsek, Notary Public
Mt. Lebanon Twp., Allegheny County
My Commission Expires Sept 20, 2008
Member, Pennsylvania Association Of Notaries

Seal My Commission Expires: _____