

B95000000089

Sandra W. McShea

Attorney at Law

12800 Frederick Road, Box 39, Suite 202A
West Friendship, Maryland 21794

Phone: (410)442-1804
Fax: (410)442-2731
Admitted: MD, DC, & VA

General Counsel to
SMG Property Management, Inc.
and its affiliated entities

March 6, 1995

Mr. Jim Smith
Secretary of State
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: SM-Pinnacle Plaza, Inc.
Pinnacle Plaza Associates Limited Partnership

400001425574
-03/03/95--01088--002
***1785.00 ***1785.00

Dear Mr. Smith:

Enclosed are the following in order to register the two (2)
above entities to do business in Florida:

1. Transmittal Letter;
2. Application by Foreign Corporation ... SM-Pinnacle Plaza, Inc.;
3. State of Maryland (long form) Certificate of Good Standing for SM-Pinnacle Plaza, Inc.;
4. Check in the amount of \$70.00;
5. Application by Foreign Limited Partnership ... Pinnacle Plaza Associates Limited Partnership;
6. Affidavit of Capital Contribution;
7. State of Maryland (long form) Certificate of Good Standing for Pinnacle Plaza Associates Limited Partnership; and
8. Check in the amount of \$1,785.00.

A copy of all of the above is enclosed as well.

Please register the entities accordingly. Contact me if you
have any questions.

Thank you for your cooperation.

Very truly yours,

Sandra W. McShea

Name	Thank you for your cooperation.
Available	3/15/95 dca
Document	
Examiner	DCU
Notar	DCU
enclosures	DCU
cc:	Client
W. P. Verifier	

B95000000089

TC
\$3,200,000.00

Florida Department of State, Jim Smith, Secretary of State

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

1. Pinnacle Plaza Associates Limited Partnership
(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. Maryland 4. June 29, 1994
(State of Formation) (Date of Formation)

5. John S. Newsome
(Name of Registered Agent for Service of Process)

6. 351 6th Ave., West
(Street Address of Registered Office)

Bradenton , Florida 34205
(City) (Zip Code)

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

John S. Newsome
(Agent must sign on this line)

8. 12800 Frederick Rd., Suite 204, Box 355, W. Friendship, MD 21794
(Address of Registered Office required in State of Formation or, if not required, Address of Principal Office.)

9. NAME OF GENERAL PARTNERS

SPECIFIC ADDRESS

SM - Pinnacle Plaza, Inc.
12800 Frederick Rd., Suite 204
Box 355
W. Friendship, MD 21794

F95000001141

10. 351 6th Ave., West, Bradenton, FL 34205
(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 cancelled or withdrawn.

12. 351 6th Ave., West, Bradenton, FL 34205
(Mailing Address of Limited Partnership)

FILED
195 MAR -9 AM 10:00
TALLAHASSEE, FLORIDA

This 10 day of February, 19 95.

SM - Pinnacle Plaza, Inc.

By: [Signature]

General Partner

Michael J. Doyle

Vice President

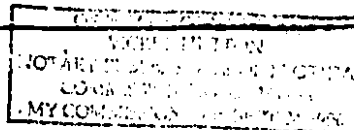
STATE OF FLORIDACOUNTY OF MANATEETHE FOREGOING instrument was acknowledged and sworn to before me this 10 day of February 19 95, by Michael J. Doyle (Name of General Partner) of Vice President of SM -- Pinnacle Plaza, Inc.Pinnacle Plaza Associates Limited Partnership(Name of Limited Partnership), A Maryland (State or Country) Limited Partnership, on behalf of the Limited Partnership.Vicki L. Hutton

Notary Public

VICKI L. HUTTONState of FLORIDA at Large

(SEAL)

My Commission Expires:

FILED
1/11/95
MANATEE
FLORIDA

1995 JAN -9 AM 10:00

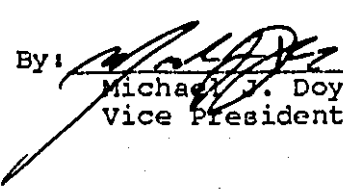
FILED

AFFIDAVIT OF CAPITAL CONTRIBUTION

This affidavit by Michael J. Doyle, Vice President of SM-Pinnacle Plaza, Inc., general partner of Pinnacle Plaza Associates Limited Partnership, certifies to the Florida Department of State that the total capital contribution made to Pinnacle Plaza Associates Limited Partnership by its limited partners is Three Million Two Hundred Thousand Dollars (\$3,200,000.00). It is not anticipated that additional contributions will be required of the limited partners to transact business in the state of Florida.

Witness my hand and seal this 3 day of March, 1995.

SM-Pinnacle Plaza, Inc.
general partner of
Pinnacle Plaza Associates
Limited Partnership

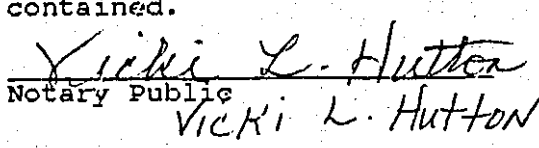
By: 

Michael J. Doyle
Vice President

FILED
1995 MAR -9 AM 10:00
SECRET
TALLAHASSEE, FLORIDA

State of FLORIDA
County of MANATEE, to wit:

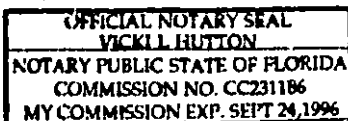
I hereby Certify, That on this 3 day of March, 1995, before me, the subscriber, a Notary Public of the State of Florida, in and for the County of Manatee, personally appeared Michael J. Doyle, Vice President of SM-Pinnacle Plaza, Inc., known to me to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same for the purposes therein contained.


Notary Public

VICKI L. HUTTON

[SEAL]

My Commission Expires:



FILE ON OR BEFORE APRIL 5, 1996 TO AVOID
REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Sandra Matham
Secretary of State
DIVISION OF CORPORATIONS

FILED

96 MAR 25 PM 3:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(DO NOT WRITE IN THIS SPACE)

1. Name of Limited Partnership

1a. DOCUMENT #
B95000000089

PINNACLE PLAZA ASSOCIATES LIMITED PARTNERSHIP

Mailing Address

351 6TH AVE., WEST
BRADENTON FL 34205

Principal Office Address

351 6TH AVE., WEST
BRADENTON FL 34205

If above addresses are incorrect in any way, and through the incorrect information and entire correct addresses in Block 2 and/or 2a.

3. Date Formed or Registered in the State of
FLORIDA 03/09/1995

3a. Date of Last Report

4. State & County of Formation

MD

5a. Capital Contributions as shown
on Form 001
\$3,200,000.00

5b. Amount of Capital Contributions as
shown on Form 001

6. FEI Number

52-1880058

Applied For

Not Applicable

7. CERTIFICATE OF STATUS REQUIRED

\$8.75 Additional Fee required
for a Certificate of Status

8. FEES: 1. Filing Fee: Computed at a rate of \$7 per \$1,000 on amount entered in 5b or 5a if 5b blank, with a minimum filing fee of \$52.50 and a maximum of \$437.50.
2. Supplemental Fee: \$138.75 (pursuant to section 607.193, F.S.)

THE AMOUNT DUE SHALL BE PAID IN FULL BY 03/25/96 AND NO MORE THAN \$250.00 (\$437.50 + \$138.75).

Note: If the amount entered in 5b is greater than amount entered in 5a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee.

CHECK PAYABLE TO FLORIDA DEPT. OF STATE

9. Name and Address of Current Registered Agent

NEWSCOME, JOHN S
351 6TH AVE. WEST
BRADENTON FL 34205

10. If changed, new Registered Agent Office

Name

Street Address (P.O. Box Number is fine Acceptances)

State, Apt. # etc.

City

FL

Zip Code

10a. Pursuant to the provisions of sections 620, 621 and 622, Florida Statutes, the above named limited partnership, organized or registered under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent in both the State of Florida. Such change was authorized by a general partnership meeting and all the appointments of registered agent in accordance with and accept the provisions of section 620, Florida Statutes.

SIGNATURE (Registered Agent - Accepting Appointment)

1-11

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY
MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.

11. Name(s) of General Partner(s)

11a. Address of Each General Partner

11b. City, State & Zip Code

11c. Registration Document Number

SM - PINNACLE PLAZA, INC.

12800 FREDERICK RD.,

W. FRIENDSHIP MD 2179

F9500001141

500001762235
-03/25/96--01027--004
****576.25 ****576.25

NOTE: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I, the undersigned, certify that the information supplied with this filing is accurately furnished and does not qualify for the exemption stated in Section 139.07(3)(b), Florida Statutes. I declare the Division of Corporations, from any liability of non-compliance with Section 139.07(3)(b), on the basis that the information is supplied is prepared except from public records, and I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effects as if made under oath. I further certify that I am a general partner of the limited partnership, or owner or partner, empowered to execute this report as required by Chapter 620, Florida Statutes.

SIGNATURE

[Signature] V.P.

DATE

3-21-96

Typed or Printed Name of General Partner Signing Form MICHAEL J. DYER V.P. SM-Pinnacle Plaza, Inc.

G.P.

Telephone Number (441) 747-8788