



The Villages of CITRUS HILLS

B95000000324

September 6, 1995

Mr. Buck Kohr
Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 SEP 12 AM 11:08

Dear Mr. Kohr:

Enclosed please find an Application for Registration as a Foreign Limited Partnership for SAT SR. Limited Partnership. A check in the amount of \$1,785.00 is included to cover the fees in this matter, and an additional check in the amount of \$8.75 for a Certificate of Status.

Also enclosed is an Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida for Beautage LLC, which is the general partner of SAT SR. Limited Partnership. A check in the amount of \$140.00 is included to cover these filing fees, and an additional check in the amount of \$8.75 for a Certificate of Status.

If you have any questions, please feel free to call.

Very truly yours,

Eric D. Abel, General Counsel

EDA/b
Enclosures

... IAA
FILING
R. AGENT FEE
C. COPY
TOTAL
V. BANK
BALANCE DUE
...
300001586733
-09/18/95--01015--003
*****8.75 *****8.75
300001586733
-09/18/95--01015--004
***1785.00 ***1785.00

... IAA
FILING 1750.00
R. AGENT FEE 35.00
C. COPY CVs 8.75
TOTAL 1,793.75
V. BANK
BALANCE DUE
...
300001586733
-09/18/95--01015--003
*****8.75 *****8.75
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-09/18/95--01015--004
***1785.00 ***1785.00

**APPLICATION FOR REGISTRATION AS A
FOREIGN LIMITED PARTNERSHIP**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 SEP 12 AM 11:09

STATE OF FLORIDA
COUNTY OF CITRUS

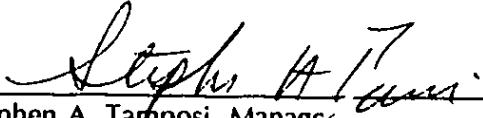
BEFORE ME, the undersigned authority, personally appeared Stephen A. Tamposi, Manager of Beautage LLC, the general partner of SAT SR. Limited Partnership (the "Partnership"), who, upon being duly sworn, certified as follows:

1. The name of the Partnership is SAT SR. Limited Partnership;
2. The state and date of formation of the Partnership is New Hampshire, March 16, 1995;
3. The name and address of the agent for service of process on the Partnership is Eric D. Abel, Esq., 2450 N. Citrus Hills Blvd., Hernando, FL 34442;
4. The Secretary of State is hereby appointed as the agent for service of process if the registered agent's authority has been revoked or the agent cannot be found or served with the exercise of reasonable diligence;
5. The address of the principal office of the Partnership is 20 Trafalgar Square, Suite 602, Nashua, NH 03063;
6. The name and address of the general partner of the Partnership is:
 - a. Beautage LLC, a New Hampshire limited liability company, 20 Trafalgar Sq., Suite 601, Nashua, NH 03063.
7. The address of the office at which a list of the names and addresses of the limited partners and their capital contributions is kept is: 2450 N. Citrus Hills Blvd., Hernando, FL 34442. These records will continue to be kept at this address until the Partnership's registration in Florida is canceled or withdrawn;
8. The mailing address for the Partnership is: 2450 N. Citrus Hills Blvd., Hernando, FL 34442.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

SEPTEMBER 8, 1995

Date


Stephen A. Tamposi, Manager,
Beautage LLC, General Partner

STATE OF FLORIDA
COUNTY OF CITRUS

The foregoing instrument was acknowledged before me this 5th day of SEPTEMBER, 1995 by Stephen A. Tamposi, as Manager of Beautage LLC, as general partner of SAT SR. Limited Partnership, a New Hampshire limited partnership, who is personally known to me and who did not take an oath.



LISA M BAZEEMORE
My Commission CC334351
Expires Dec. 08, 1997
Bonded by H&H
800-422-1000

Lisa M. Bazeemore
Notary Public

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
95 SEP 12 AM 11:09

**ACCEPTANCE OF APPOINTMENT AS
REGISTERED AGENT**

Having been named as statutory registered agent for SAT SR. Limited Partnership, a New Hampshire limited partnership (the "Partnership"), in the foregoing Application for Registration as a Foreign Limited Partnership, I hereby agree to act in that capacity, and, on behalf of the Partnership, to accept service of process for the Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

Eric D. Abel

Eric D. Abel

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF CITRUS

BEFORE ME, the undersigned authority, personally appeared Stephen A. Tamposi, as Manager of Beautage LLC, as general partner of SAT SR. Limited Partnership (the "Partnership"), who, upon being duly sworn, certified as follows:

1. The amount of capital contributions to the Partnership made by the limited partner is, in the aggregate, Seven Million Five Hundred Fifty Thousand Twenty and 00/100 Dollars (\$7,550,020.00).
2. The anticipated amount of limited partner contributions allocated for transacting business in Florida is, in the aggregate, Seven Million Five Hundred Fifty Thousand Twenty and 00/100 Dollars (\$7,550,020.00).

2. At this time, it is not anticipated that additional capital contributions will be made by the limited partners.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

SEPTEMBER 8, 1995
Date

Stephen A. Tamposi
Stephen A. Tamposi, Manager
Beautage LLC, General Partner
SAT SR. Limited Partnership

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
SEP 12 AM 11:09

STATE OF FLORIDA
COUNTY OF CITRUS

The foregoing instrument was acknowledged before me this 8th day of SEPTEMBER, 1995 by Stephen A. Tamposi, as Manager of Beautage LLC, as general partner of SAT SR. Limited Partnership, a New Hampshire limited partnership, who is personally known to me and who did not take an oath.

Lisa M. Bazemore
LISA M. BAZEMORE, Notary Public



LISA M BAZEMORE
My Commission CC334361
Expires Dec. 08, 1997
Bonded by HAI
800-422-1985



The Villages of CITRUS HILLS

B9500000324

November 16, 1995

Mr. Buck Kohr
409 E. GAINES ST.
Tallahassee, FL 32399

600001644576
-11/22/95--01090--017
*****52.50 *****52.50

PAID	52.50
1. AGENT FEE	
2. COPY	
TOTAL	52.50
N. BANK	
BALANCE DUE	
REMARKS	

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 NOV 17 PM 1:56

RE: SAT SR. Limited Partnership

Dear Mr. Kohr:

Enclosed herein, please find:

BK 11/17/95

- 1) A check in the amount of 52.50 for a stamped copy of this amendment to be filed and returned to me;
- 2) A Fed Express Acct. # to be used for immediate return of the stamped, filed copy (Fed Ex Acct. # 1174-9070-0, Citrus Hills Inv. Prop.);
- 3) An Amendment to the Certificate of Limited Partnership for the above-referenced foreign limited partnership, authorized to transact business in Florida; and,
- 4) A copy of the Certificate of Existence, evidencing the change-

The original has been sent to Ms. Susan Payne, at Div. of Corporations.

**AMENDMENT TO APPLICATION FOR REGISTRATION AS A
FOREIGN LIMITED PARTNERSHIP**

STATE OF FLORIDA
COUNTY OF CITRUS

BEFORE ME, the undersigned authority, personally appeared Stephen A. Tamposi, Manager of Beautage Properties L.L.C., the general partner of SAT SR. Limited Partnership (the "Partnership"), who, upon being duly sworn, certified as follows:

1. The name of the Partnership is SAT SR. Limited Partnership;
2. The state and date of formation of the Partnership is New Hampshire March 16, 1995;
3. The name and address of the agent for service of process on the Partnership is Eric D. Abel, Esq., 2450 N. Citrus Hills Blvd., Hernando, FL 34442;
4. The Secretary of State is hereby appointed as the agent for service of process if the registered agent's authority has been revoked or the agent cannot be found or served with the exercise of reasonable diligence;
5. The address of the principal office of the Partnership is 20 Trafalgar Square, Suite 602, Nashua, NH 03063;
6. The name and address of the general partner of the Partnership is:
 - a. **Beautage Properties, L.L.C.**, a New Hampshire limited liability company, 20 Trafalgar Sq., Suite 601, Nashua, NH 03063.
7. The address of the office at which a list of the names and addresses of the limited partners and their capital contributions is kept is: 2450 N. Citrus Hills Blvd., Hernando, FL 34442. These records will continue to be kept at this address until the Partnership's registration in Florida is canceled or withdrawn;
8. The mailing address for the Partnership is: 2450 N. Citrus Hills Blvd., Hernando, FL 34442.
9. In all other respects, the Application shall remain unchanged.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

11/16/95
Date

Stephen A. Tamposi
Stephen A. Tamposi, Manager,
Beautage LLC, General Partner

STATE OF FLORIDA
COUNTY OF CITRUS

The foregoing instrument was acknowledged before me this 16th day of November, 1995 by Stephen A. Tamposi, as Manager of Beautage LLC, as general partner of SAT SR. Limited Partnership, a New Hampshire limited partnership, who is personally known to me and who did not take an oath.



LISA M BAZEMORE
My Commission CC334351
Expires Dec. 08, 1997
Bonded by HAI
800-422-1355

Lisa M. Bazemore
LISA M BAZEMORE, Notary Public

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 NOV 17 PM 1:56

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 NOV 17 PM 1:56

The Villages of CITRUS HILLS

B95000000324

December 26, 1995

Mr. Buck Kohr
Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 27 AM 8:19

RE: CANCELLATION OF REGISTRATION AS FOREIGN REGISTERED LIMITED PARTNERSHIPS: TANA PROPERTIES LTD.P. AND SAT SR. LTD.P.

Dear Mr. Kohr:

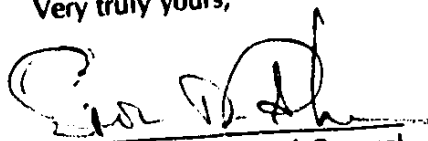
Enclosed, please find a Certificate of Cancellation of Registration as a Foreign Limited Partnership for the following foreign limited partnerships:

1. SAT SR. Limited Partnership; and,
2. TANA Properties Limited Partnership.


Also enclosed, please find two checks, each in the amount of \$52.50, as required by Florida Statutes, to cover the requisite filing fees.

If you have any questions, please feel free to call.

Very truly yours,


Eric D. Abel, General Counsel

Enclosures


G. TAX _____
FILING _____
R. AGENT FEE _____
C. COPY _____
TOTAL _____
N. BANK _____
BALANCE DUE _____
OFFICE _____

12/27/95

**CANCELLATION OF REGISTRATION AS A
FOREIGN REGISTERED LIMITED PARTNERSHIP**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 27 AM 8:19

STATE OF NEW HAMPSHIRE
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared Samuel A. Tamposi, Jr., Manager of Beutage Properties, L.L.C., the sole general partner of SAT SR. Limited Partnership (the "Partnership"), who, upon being duly sworn, certified as follows:

1. The name of the Partnership is SAT SR. Limited Partnership;
2. The date of the filing of the initial statement of registration in Florida is September 12, 1995;
3. The effective date of cancellation of registration in Florida is December 31, 1995.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

12/21/95
Date

Samuel A. Tamposi, Jr.
Samuel A. Tamposi, Jr., Manager
Beutage Properties, L.L.C., a New
Hampshire limited liability company,
as General Partner of SAT SR. Limited
Partnership

STATE OF NEW HAMPSHIRE
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 21st day of December, 1995 by Samuel A. Tamposi, Jr., Manager of Beutage Properties, L.L.C., as sole General Partner of SAT SR. Limited Partnership, who is personally known to me and did not take an oath.

Kelly J. Cote
Kelly J. Cote, Notary Public

KELLY J. COTE, Notary Public
My Commission Expires March 11, 1997