



The Villages of CITRUS HILLS

B95000000325

September 6, 1995

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

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
95 SEP 12 AM 11:29

400001586724
-09/18/95--01015--001
***1785.00 ***1785.00

Dear Mr. Kohr:

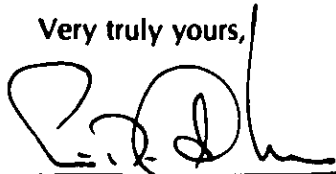
Enclosed please find an Application for Registration as a Foreign Limited Partnership for TANA Properties Limited Partnership. A check in the amount of \$1,785.00 is included to cover the fees in this matter, and an additional check in the amount of \$8.75 to cover the fees for a Certificate of Status.


Also enclosed is an Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida for Ballinger Properties, L.L.C., which is a general partner of TANA Properties 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. Five N Associates, which is also a general partner of TANA Properties Limited Partnership, has already been filed with your office. A copy of the Certificate of Status is enclosed.

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

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-09/18/95--01015--002
*****8.75 *****8.75

Very truly yours,


Eric D. Abel, General Counsel

 9/12/95

EDA/lb
Enclosures

J. TAX	_____
FILING	1785.00
R. AGENT FEE	35.00
COPY CUS	8.75
TOTAL	1793.75
N. BAKK	_____
BALANCE DUE	_____
FFIND	_____

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

FILED STATE
SECRETARY OF CORPORATIONS
95 SEP 12 AM 11:29

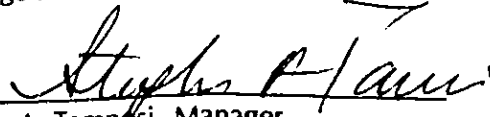
STATE OF FLORIDA
COUNTY OF CITRUS

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

1. The name of the Partnership is TANA Properties Limited Partnership;
2. The state and date of formation of the Partnership is New Hampshire, April 5, 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 names and addresses of the general partners of the Partnership are:
 - a. Ballinger Properties, L.L.C., a New Hampshire limited liability company, 20 Trafalgar Sq., Suite 601, Nashua, NH 03063;
 - b. Five N Associates, a New Hampshire general partnership, 40 Temple Street, Nashua, NH 03060.
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
Ballinger Properties, L.L.C., General Partner

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 Ballinger Properties, L.L.C., as general partner of TANA Properties 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 CC334261
Expires Dec. 08, 1997
Bonded by HAI
800-422-1000

Lisa M. Bazemore
Notary Public

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 SEP 12 AM 11:29

**ACCEPTANCE OF APPOINTMENT AS
REGISTERED AGENT**

Having been named as statutory registered agent for TANA Properties 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

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF CITRUS

BEFORE ME, the undersigned authority, personally appeared Stephen A. Tamposi, as Manager of Ballinger Properties, L.L.C., as general partner of TANA Properties 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, Nine Million Four Hundred Thousand and 00/100 Dollars (\$9,400,000.00).

2. The anticipated amount of limited partner contributions allocated for transacting business in Florida is, in the aggregate, Nine Million Four Hundred Thousand and 00/100 Dollars (\$9,400,000).
3. 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
Ballinger Properties, L.L.C., General Partner
TANA Properties Limited Partnership

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 Ballinger Properties, L.L.C., as general partner of TANA Properties 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 CC334351
Expires Dec. 08, 1997
Bonded by HAI
802-482-1986

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
SEP 11 11:29 AM

The Villages of CITRUS HILLS

B95000000325

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 8:23

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:

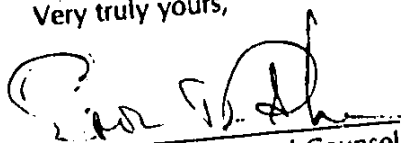
1. SAT SR. Limited Partnership; and,
2. TANA Properties Limited Partnership.

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.

600001678846
-01/04/96--01092--024
*****52.50 *****52.50

Very truly yours,



Eric D. Abel, General Counsel

Enclosures

12/27/95

G. TAX	_____
FILING	52.50
R. AGENT FEE	_____
C. COPY	_____
TOTAL	52.50
N. BANK	_____
BALANCE DUE	_____
REFUND	_____

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

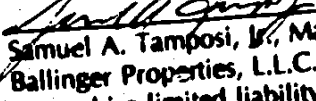
STATE OF NEW HAMPSHIRE
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared Samuel A. Tamposi, Jr., Manager of Ballinger Properties, L.L.C., and Q. Peter Nash, general partner of Five N Associates, as general partners of TANA Properties Limited Partnership (the "Partnership"), who, upon being duly sworn, certified as follows:

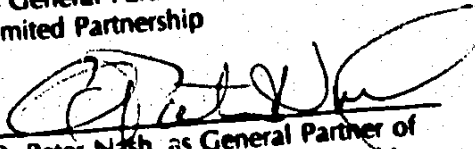
1. The name of the Partnership is TANA Properties Limited Partnership;
2. The date of the filing of the initial statement of registration in Florida is September 12, 1995;
3. The effective date of cancellation of registration in Florida is December 31, 1995.

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

12/21/95
Date


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

12/21/95
Date

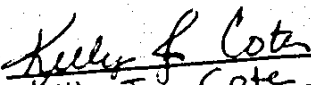

Q. Peter Nash, as General Partner of Five N Associates, a New Hampshire general partnership, as General Partner of TANA Properties Limited Partnership

DEC 27 AM 8:23

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

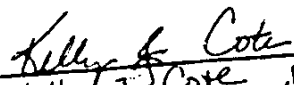
STATE OF NEW HAMPSHIRE
COUNTY OF HILLSBOROUGH

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


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

STATE OF NEW HAMPSHIRE
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 21st day of December, 1995 by Q. Peter Nash, General Partner of Five N Associates, as General Partner of TANA Properties Limited Partnership, who is personally known to me and did not take an oath.


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