

Document Number Only

B9500000344

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City State Zip Phone

904-222-1092

CORPORATION(S) NAME

1750.00 100001606841
 AGENT FEE 35.00 -10/11/35--01081--006
 COPY 64 9.75 ***1793.75 ***1793.75
 TOTAL \$1793.75

N. BANK

BALANCE DUE

REFUND

96 SEP 21 PM 2:11
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Bucington SPF, C.P., Ltd.

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Restatement
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Annual Report
- Reservation
- Photo Copies
- Call if Problem
- Will Wait
- Merger
- Mark
- Other
- Change of P.A.
- Fictitious Name
- CUS/ G/S
- After 4:30
- Pick Up

Name	
Availability	<i>hr</i>
Document Examiner	
Updater	
Verifier	
Acknowledgment	
W.P. Verifier	

9/27/95
3:00
9-27-95

PLEASE RETURN EXTRA COPY(S)
 FILE STAMPED

To: Buck
 Please call Melvin
 w/ the amount due.
 Thank-you

File 2nd

This 26th day of September, 19 95.

William T. Johnson
General Partner

Vice President of The Prudential Insurance
Company of America, Manager of Arbor SPF, L.L.C.

STATE OF GEORGIA

COUNTY OF FULTON

THE FOREGOING instrument was acknowledged and sworn to before me this 26th day
of September, 19 95, by Manager of Arbor SPF, L.L.C. (Name of General Partner) of

Barrington SPF, L.P.

(Name of Limited Partnership), A Delaware (State or Country) Limited
Partnership, on behalf of the Limited Partnership.

Jan R. Ezell
Notary Public

State of Georgia at Large

My Commission Expires:

Notary Public, Fulton County, Georgia
My Commission Expires August 3, 1997

(SEAL)

95 SEP 27 PM 2:11
SECRETARY OF STATE
DIVISION OF CORPORATIONS

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Manager of Arbor SPF, L.L.C., a
general partner of Barrington SPF, L.P., 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 \$ 9,000,000.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 9,000,000.

This 26th day of September, 1995

FURTHER AFFIANT SAYETH NOT.

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

General Partner

William Terry Kannon
Vice President of The Prudential Insurance
Company of America, Manager of Arbor SPF, L.L.C.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 SEP 27 PM 2:11

STATE OF GEORGIA
COUNTY OF FULTON
DATE September 26, 1995

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Manager of SPF, L.L.C. (General Partner, known to me and know by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as General Partner of said partnership.

IN WHITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 26th day of September, 1995.

Jan R. Ezzel
Notary Public

Seal

State of Georgia at Large
My Commission Expires:
Notary Public, Fulton County, Georgia,
My Commission Expires August 9, 1997

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
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR -9 PM 3:39

26
4/10

1. Name of Limited Partnership

BARRINGTON SPF, L.P., LTD.

1a. DOCUMENT #
B95000000344

DO NOT WRITE IN THIS SPACE

Mailing Address

C/O PRUDENTIAL REAL ESTATE INVESTORS
51 JFK PARKWAY, 4TH FLOOR
SHORT HILLS NJ 07078

Principal Office Address

C/O THE CORPORATION TRUST COMPANY
1200 ORANGE STREET
WILMINGTON DE 19801

2. New Mailing Address, if Applicable

Suite, Apt #, etc

City, State & Zip

2a. New Principal Office, if Applicable
20001784522
-04218236-0003-005
****585.00 ****585.00

Suite, Apt #, etc

City, State & Zip

If above addresses are incorrect in any way, line through the incorrect information and enter correct address in Block 2 and/or 2a

3. Date Formed or Registered to Do Business in FLORIDA

08/27/1995

3a. Date of L.C.R. Report

4. State or Country of Formation

DE

5a. Capital Contributions as of on Record

\$9,000,000.00

5b. Amount of Capital Contributions in FLORIDA to date

9,000,000

6. FEI Number

75-2614154

Applied For

Not Applicable

7. CERTIFICATE OF STATUS REQUIRED

Additional Fee required
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 NO LESS THAN \$191.25 (\$52.50 + \$138.75) AND NO MORE THAN \$576.25 (\$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
MAKE CHECK PAYABLE TO FLORIDA DEPT. OF STATE

9. Name and Address of Current Registered Agent

C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324

10. If changed, new Registered Agent/Office

Name

Street Address (P.O. Box Number is Not Acceptable)

Suite, Apt #, etc

City

FL Zip Code

10a. Pursuant to the provisions of sections 620.1051 and 620.192, 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, or both, in the State of Florida. Such change was authorized by its general partner(s). I hereby accept the appointment of registered agent. I am familiar with, and accept the obligations of section 620.192, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment)

DATE

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)

ARBOR SPF, LLC.

11a. Address of each General Partner (Do NOT Use Post Office Box Numbers)

C/O 51 JFK PARKWAY, 4

11b. City, State & Zip Code

SHORT HILLS NJ 07078

11c. Registration/Document Number

M85000000285

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

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the information supplied is determined to be exempt from public access. 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, receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes.

SIGNATURE

Edwin Berrios

DATE

4/4/96

Typed or Printed Name of General Partner Signing Form

EDWIN BERRIOS

Telephone Number

201-912-7849

CR2E003 (11/95)