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SMITH, GAMBRELL & RUSSELL

A PARTNERSHIP OF PROFESSIONAL CORPORATIONS AND INDIVIDUALS

ATTORNEYS AT LAW

ATLANTA FINANCIAL CENTER

SUITE 1800

3345 PEACHTREE ROAD, N.E.

ATLANTA, GEORGIA 30326-1010

ESTABLISHED 1893

FILED

96 MAY 30 PM 2 51

SEC TALI

MIDTOWN OFFICE

SUITE 3100, PROMENADE II
1230 PEACHTREE STREET, N.E.
ATLANTA, GEORGIA 30309-3809
TEL: 404/818-3800
TELECOPIER: 404/818-3809

404/264-2620
TELECOPIER 404/264-2642

April 17, 1996

VIA FEDERAL EXPRESS

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

800001883508
-05/22/96--01003--002
*****1750.00 *****1750.00

Re: Qualification of Hebel Southeast Management Corporation and Hebel Southeast L.P.
to Transact Business in the State of Florida

800001883508
-05/22/96--01003--001
*****35.00 *****35.00

Dear Sir or Madam:

In order to qualify Hebel Southeast Management Corporation and Hebel Southeast L.P. to do business in the State of Florida, enclosed please find the following:

1. Original executed and one copy of the Applications for Foreign Corporation and Limited Partnership for Authorization to Transact Business in Florida;
2. Certificates of Existence issued by the Georgia Secretary of State for the Corporation and Limited Partnership;
3. Check in the amount of \$1,855.00 (consisting of \$1,750 for the L.P. filing, \$35.00 for the registered agent acceptance, and \$70.00 for the corporation qualification)

I would appreciate you returning the "filed" stamped copies of the application to me in the enclosed envelope. Thank you for your assistance in this matter. If you have any questions, please call me at 404/264-2648.

W9600010633

Name	Availability	KWM
Document Examiner		KWM
Uper		KWM
Pre		KWM
Verifier		KWM
Adm. Officer		KWM
Off. Officer		KWM

Very truly yours,

SMITH, GAMBRELL & RUSSELL

Marian Ahlquist
Paralegal

/ss

Enclosures

cc: Simone von W. Kraus, Esq.

5-30

SMITH, GAMBRELL & RUSSELL

A PARTNERSHIP OF PROFESSIONAL CORPORATIONS AND INDIVIDUALS

ATTORNEYS AT LAW

ATLANTA FINANCIAL CENTER

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1210 PEACHTREE STREET, N.E.

ATLANTA, GEORGIA 30309-1800

(404) 526-3800

TELECOM (404) 526-3800

404-264-2648
TELECOM (404) 264-2648

May 29, 1996

VIA FEDERAL EXPRESS

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

Re: Qualification of Hebel Southeast L.P. to Transact Business in the State of Florida

Dear Sir or Madam:

In order to qualify Hebel Southeast L.P. to do business in the State of Florida, enclosed please find the following:

1. Original executed and one copy of the Application for Foreign Limited Partnership for Authorization to Transact Business in Florida;
2. Certificate of Existence issued by the Georgia Secretary of State for the Limited Partnership;

This filing was previously rejected by your office due to the fact that a limited partnership suffix was not attached to the name. Our check for \$1,785.00 was received by your office at the time of the initial filing.

I would appreciate you returning the "filed" stamped copies of the application to me in the enclosed envelope. Thank you for your assistance in this matter. If you have any questions, please call me at 404/264-2648.

Very truly yours,

SMITH, GAMBRELL & RUSSELL

Denise McKeown

Denise McKeown
Legal Assistant

/ss
Enclosures
cc: Simone von W. Kraus, Esq

62010



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 20, 1996

SMITH, GAMBRELL & RUSSELL
ATLANTA FINANCIAL CENTER, STE. 1800
3343 PEACHTREE ROAD, N.E.
ATLANTA, GA 30326-1010

SUBJECT: HEBEL SOUTHEAST, L.P.
Ref. Number: W96000010633

We have received your document for HEBEL SOUTHEAST, L.P. and your check(s) totaling \$1785.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must add a limited partnership suffix to the name, such as LTD., LIMITED, or LIMITED PARTNERSHIP.

Section 620.108, Florida Statutes, requires that limited partnership certificates include the mailing address in addition to the principal place of business address. Please correct your document accordingly. If the mailing address and principal place of business are one and the same, please be sure this is clearly reflected in your document.

Every corporation, limited partnership, general partnership, or trust listed as a general partner of a limited partnership or a managing member or manager of a limited liability company must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

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 (904) 487-6967.


Kenny Manning
Corporate Specialist

Letter Number: 896A00024894

Florida Department of State, Sandra B. Northam, Secretary of State

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

96 JUN 30 11 2 51
RECEIVED
FBI - MIAMI

1. HEBEL SOUTHEAST L.P.
(Name of limited partnership as it is in the home state)
2. HEBEL SOUTHEAST, L.P. LIMITED
(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. Georgia 4. 6/11/93
(State of Formation) (Date of Formation)
5. C T Corporation System
(Name of Registered Agent for Service of Process)
6. 1200 Pine Island Road
(Street Address of Registered Office)
Plantation, , Florida 33324
(City) (Zip Code)
7. Acceptance by the Registered Agent for Service of Process.

(Agent must sign on this line) John J. Masters, Asst. Secy.
8. 3340 Peachtree Rd., NE, Suite 150, Atlanta, GA 30326
(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>F96000007423</u> | <u>3340 Peachtree Rd.</u> |
| <u>Hebel Southeast Management Corporation</u> | <u>Suite 150</u> |
| | <u>Atlanta, GA 30326</u> |
10. 3340 Peachtree Rd., N.E., Suite 150, Atlanta, GA 30326
(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.

CONTINUED

12. 3340 Peachtree Rd., NE, Suite 150

Atlanta, GA 30326

(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.

This day of 10th, April, 1996.

HEBEL SOUTHEAST MANAGEMENT CORP.

By: [Signature]

General Partner

STATE OF Georgia

COUNTY OF Fulton

On this 10th day of April, 1996, J. Philip Jones

personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____

Colleen Bennett

(Notary Public Signature)

Colleen Bennett

(Notary's Printed Name)

Seal

My Commission Expires: Notary Public, Forsyth County, Georgia
My Commission Expires July 31, 1997

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED
PARTNERSHIP**

*BEFORE ME the undersigned personally appeared Hebel Southeast Management Corporation
a general partner of Hebel Southeast L.P., a (an) Georgia limited partnership,
hereinafter referred to as the "Partnership", who certifies as follows:*

1. The amount of capital contributions of the limited partners is \$ 10,000,000.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 5,000,000.

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.

This 10th day of April, 1996.

HEBEL SOUTHEAST MANAGEMENT CORPORATION

By: _____

General Partner

STATE OF Georgia

COUNTY OF Fulton

On this 10th day of April, 19 96, J. Philip Jones

personally appeared before me,



who is personally known to me



whose identity I proved on the basis of _____

Colleen Bennett

(Notary Public Signature)

Colleen Bennett

(Notary's Printed Name)

Seal

My Commission Expires: _____

Notary Public, Forsyth County, Georgia
My Commission Expires July 21, 1997