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TO: DIVISION OF CORPORATIONS
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STATE OF FLORIDA
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TALLAHASSEE, FL 32399

FROM: TRIPP, SCOTT, CONKLIN & SMITH
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PT. LAUDERDALE FL 33302-0000

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DOCUMENT TYPE: FOREIGN LIMITED PARTNERSHIP

NAME: S.W. 8TH STREET VENTURE, S.C.
FAX AUDIT NUMBER: H96000008882
DATE REQUESTED: 06/26/1996
CERTIFIED COPIES: 1
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** ENTER 'M' FOR MENU. **
ENTER SELECTION AND <CR>:



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 26, 1996

PATTY SCHLINDWEIN
P.O. BOX 14243
FORT LAUDERDALE, FL 33302

SUBJECT: S.W. 8TH STREET VENTURE, L.P.
REF: W96000013600

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

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

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

On the application we need a complete address on number 8.

If you have any questions concerning the filing of your document, please call (904) 487-6020.

Tammi Cline
Document Specialist

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Florida Department of State, Sandra H. Mortham, Secretary of State

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

1. S.W. 8th Street Venture, LTD.
(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. Georgia 4. 8/31/95
(State of Formation) (Date of Formation)

5. Drake Batchelder
(Name of Registered Agent for Service of Process)

6. c/o Tripp, Scott, Conklin & Smith, 110 S.E. 6th St., 28th Floor
(Street Address of Registered Office)

Fort Lauderdale, Florida 33301
(City) (Zip Code)

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

Drake Batchelder
(Agent must sign on this line)

8. Two Midtown Plaza, 15th Floor, 1360 Peachtree Street, N.E., Atlanta, Georgia 30309-3209
(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS STREET ADDRESS

Bridgestone Investments, Inc. ✓ 1815 Griffin Road, Suite 102

794000076489 Dania, FL 33044

Prepared by: Drake Batchelder - Bar No. 117273
Tripp, Scott, Conklin & Smith, P.O. Box 14245
Ft. Lauderdale, FL 33302 - (954) 525-7500

10. 1815 Griffin Road, Suite 102, Dania, Florida 33004
(Office where Names, Addresses and Contributions of Limited Partners are kept.)

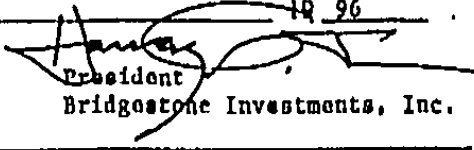
11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is cancelled or withdrawn.

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12. Bridgestone Investments, Inc., 1815 Griffin Road, Suite 102,
Dania, Florida 33004
(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 25th, June

19 96

President
Bridgestone Investments, Inc.

General Partner

STATE OF Florida

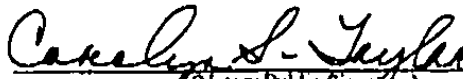
COUNTY OF Broward

On this 25th day of June, 19 96

personally appeared before me, who is personally known to me

whose identity I proved on the basis of _____

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Carolyn S. Taylor
(Notary's Printed Name)

Seal

My Commission Expires: _____



AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED PARTNERSHIP

BEFORE ME, the undersigned personally appeared Harvey S. Taylor ^{President} Bridgestone Investments, Inc., a general partner of S.W. 8th Street Ventures, a (an) Georgia limited partnership, LTD. hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 500.00.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 500.00.

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 25 day of June, 19 96.

Harvey S. Taylor
President
Bridgestone Investments, Inc.

General Partner

STATE OF Florida

COUNTY OF Broward

On this 25th day of June, 19 96,

personally appeared before me, who is personally known to me

whose identity I proved on the basis of _____

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Carolyn S. Taylor
(Notary Public Signature)

Carolyn S. Taylor

(Notary's Printed Name)

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My Commission Expires: _____