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August 12, 1996

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ATTORNEYS IN FIRM ALSO
ADMITTED IN MARYLAND,
THE DISTRICT OF COLUMBIA,
CALIFORNIA, PENNSYLVANIA,
WASHINGTON, VIRGINIA,
WISCONSIN AND FLORIDA

VIA OVERNIGHT MAIL

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-08/13/96--01143--002 1
*****87.50 *****87.50

Re: Three-G Orlando Properties, Ltd

Dear Sir/Madam:

Enclosed for immediate filing with the Office of the Florida Secretary of State are the following documents:

1. Application by Foreign Limited Partnership for Authorization to Transact Business in Florida for Three-G Orlando Properties, Ltd.;
2. Affidavit of Capital Contributions; and
3. A check made payable to the Florida Secretary of State in the amount of \$87.50, as the filing fee.

Also enclosed is a copy of the aforementioned filing, please date stamp same and return to me in the enclosed self addressed, postage paid envelope.

Name	KWM
Availability	
Document	me at 1-800-682-7946 should you have any questions regarding the enclosed filing.
Examiner	KWM
Updater	KWM
Updater	
Verifier	KWM
Acknowledged	
cc:	Frederick N. Widen, Esq.
W P	KWM

SKP:SKP141998.1

Very truly yours,

Stella
Stella Kadrass Prok
Legal Assistant

813

Florida Department of State, Jim Smith, Secretary of State

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

FILED

1. Three-G Orlando Properties, Ltd.

(Name of limited partnership as it is in the home state;

96 AUG 13 PM 2:33

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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. Ohio

(State of Formation)

4. 8/7/96

(Date of Formation)

5. Udelson Equipment Company

(Name of Registered Agent for Service of Process)

6. 7400 NW 79th Avenue

(Street Address of Registered Office)

Miami

(City)

, Florida

33166

(Zip Code)

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

UDELSON EQUIPMENT COMPANY

By: Frederick N. Widen

Asst Sec

(Officer must sign on this line)

• Frederick N. Widen, Assistant Secretary

(Type Name and Title of Officer)

8. 1400 Brookpark Road, Cleveland, Ohio 44109

(Address of Registered Office required in State of Formation or, if not required, Address of Principal Office.)

9. NAME OF GENERAL PARTNERS

SPECIFIC ADDRESS

Three-G Orlando Realty Co., Ltd.
an Ohio limited liability company
qualified to do business in the
State of Florida as: Three-G
Orlando Realty Co., Ltd., L.L.C. - M96000000154

1400 Brookpark Road
Cleveland, Ohio 44109

10. 1400 Brookpark Road, Cleveland, Ohio 44109

(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.

12. 1400 Brookpark Road, Cleveland, Ohio 44109

(Mailing Address of Limited Partnership)

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Frederick N. Widen, Member of
general partner of Three-G Orlando Properties, Ltd., a (an) Three-G Orlando Realty Co., LTD., a
Ohio, limited partnership, hereinafter referred to as the "Partnership", who
certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 3,000.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 3,000.

This 2nd day of August, 19 96.

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

THREE-G ORLANDO REALTY CO., LTD.
By: [Signature]
Frederick N. Widen, Member

STATE OF OHIO
COUNTY OF CUYAHOGA
DATE AUGUST 2, 1996

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 FREDERICK N. WIDEN, MEMBER OF
THREE-G ORLANDO REALTY CO., LTD. (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 2nd day of AUGUST, 19 96.

Seal

[Signature]
Notary Public

State of OHIO at Large
My Commission Expires:
JUNE 19, 1999

KAREN E. HENNING
Notary Public - State of Ohio, Cuya. Cty.
My Commission Expires June 19, 1999

This 2nd day of August, 1996.
THREE-G ORLANDO REALTY CO., LTD, General Partner

By: [Signature]
Frederick N. Widen, Member

STATE OF OHIO

COUNTY OF CUYAHOGA

THE FOREGOING instrument was acknowledged and sworn to before me this 2nd day of AUGUST, 1996, by FREDERICK N. WIDEN, MEMBER (Name of General Partner) of THREE-G ORLANDO REALTY CO., LTD.

THREE-G ORLANDO PROPERTIES, LTD.
(Name of Limited Partnership), A OHIO (State or Country) Limited Partnership, on behalf of the Limited Partnership.

[Signature]
Notary Public

State of OHIO at Large

(SEAL)

My Commission Expires:

KAREN E. WENNING
Notary Public - State of Ohio, Cuya. Cty.
My Commission Expires June 19, 1999