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Patti B. Crosby
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October 3, 1996

FILED
95 OCT -4 PM 1:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VIA FEDERAL EXPRESS

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

800001365388
-10/07/96--01007--001
***175.00 ***96.25

Re: Florida Foreign Qualification of Gables GP, Inc. and Gables Realty
Limited Partnership

700001374877--4
-10/15/96--01182--012
***1688.75 ***1688.75

Dear Sir or Madam:

I am enclosing for filing in the foreign corporation and foreign limited partnership records, respectively, of the Department of State of Florida, an original and one copy of the following:

(1) Application by Foreign Corporation for Authorization to Transact Business in Florida for Gables GP, Inc.; and

(2) Application by Foreign Limited Partnership for Authorization to Transact Business in Florida for Gables Realty Limited Partnership.

Please process these Applications and issue a Certificate of Authority for each and a Certificate of Status for each. Our firm's check in the amount of \$175.00 in payment of the filing fees is also enclosed.

I am also enclosing a self-addressed, prepaid Federal Express envelope for your use in returning the Certificates of Authority and Certificates of Status for both Gables GP, Inc. and Gables Realty Limited Partnership to me as soon as possible.

If you have any questions, please call me collect immediately at (770) 956-9600.

Sincerely,

Patti B. Crosby

Patti B. Crosby
Legal Assistant

PBC/bns

Enclosures

cc: Ms. Dawn Severt
Robert G. Holt, Esq.
Ms. Ramona S. Masters

B96-397

Name	Availability
Document Examiner	<i>OK</i>
Updater	<i>OK</i>
Updater Verifier	<i>OK</i>
Acknowledgement	<i>OK</i>
W. P. Verifier	<i>OK</i>

Florida Department of State Jim Smith, Secretary of State

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Gables Realty Limited Partnership
(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. Delaware 4. October 15, 1993
(State of Formation) (Date of Formation)

5. CT Corporation System
(Name of Registered Agent for Service of Process)
c/o CT Corporation System
6. 1200 South Pine Island Road
(Street Address of Registered Office)

Plantation , Florida 33324
(City) (Zip Code)

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

X Dale Morris
(Agent must sign on this line)

The Corporation Trust Company
8. Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801
(Address of Registered Office required in State of Formation or, if not required, Address of Principal Office.)

9. NAME OF GENERAL PARTNERS

SPECIFIC ADDRESS

Gables GP, Inc.
F96000005185

2859 Paces Ferry Road, Suite 1450
Atlanta, Georgia 30339

10. 2859 Paces Ferry Road, Suite 1450, Atlanta, Georgia 30339
(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. 2859 Paces Ferry Road, Suite 1450, Atlanta, Georgia 30339
(Mailing Address of Limited Partnership)

This 26th day of SEPTEMBER, 1926.
Gables GP, Inc.

General Partner
By: [Signature]
Marvin R. Banks, Jr., Vice President

STATE OF

COUNTY OF

THE FOREGOING instrument was acknowledged and sworn to before me this 27th day
of Sept, 1926, by Marvin R. Banks, Jr., Vice (Name of General Partner) of
President of Gables GP, Inc.

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

x [Signature]
Notary Public

State of Georgia at Large

(SEAL)

My Commission Expires:
Notary Public, Oconee County, Georgia
My Commission Expires Feb. 8, 1928

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TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Marvin R. Banks, Jr., Vice President of Gables GP, Inc., a general partner of Gables Realty Limited Partnership, 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 \$ 335 million.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 20 million.

This 26th day of September, 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

Gables GP, Inc.

By: X Marvin R. Banks, Jr.
Marvin R. Banks, Jr., Vice President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF GEORGIA
COUNTY OF COBB
DATE _____

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 Marvin R. Banks, Jr., Vice President of Gables GP, Inc. (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 27th day of Sept., 1996.

[Signature]
Notary Public

Seal

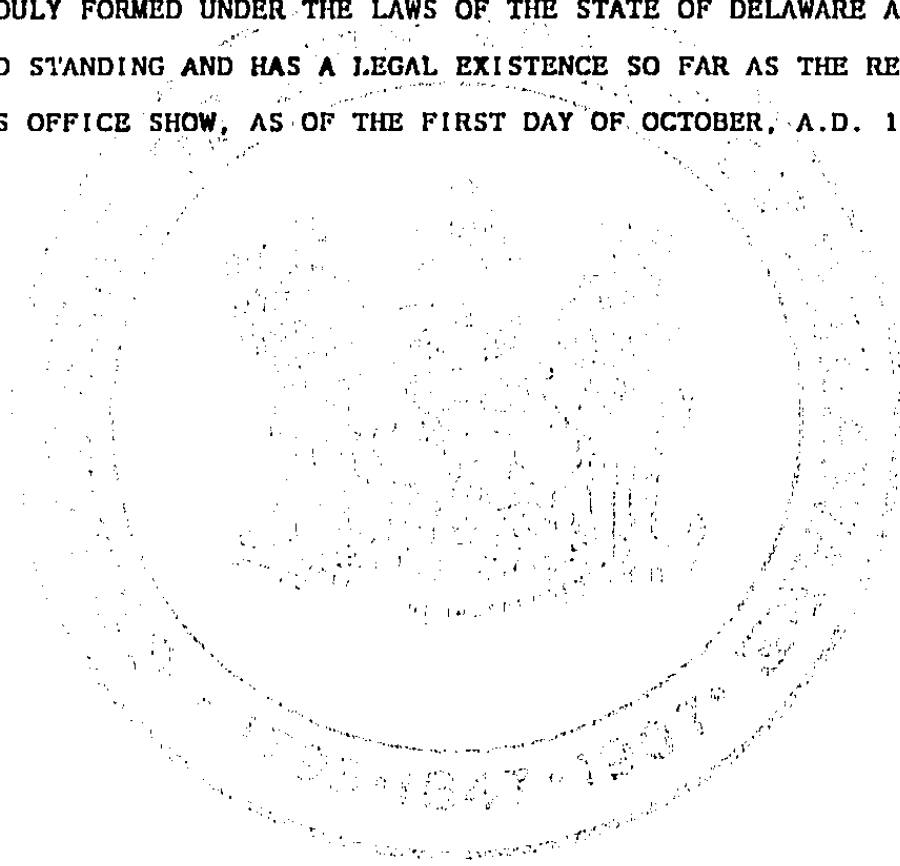
State of Georgia at Large

My Commission Expires:
Monday, June 1, 1999, Cobb County, Georgia
My Commission Expires Every 2 Years

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GABLES REALTY LIMITED PARTNERSHIP" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIRST DAY OF OCTOBER, A.D. 1996.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

2355396 8300

DATE:

8128019

960280824

10-01-96