

BECK, HARRIS, JONES & KAUFMAN, LLP
 Attorneys at Law
 15611 283-8004 (MARTIN COUNTY)
 TELEPHONE: (850) 747-4113
 TELEFAX: (850) 747-4113

PHILIPPE C. BECK
 AUDREY HARRIS
 GEOFFREY L. JONES
 JILL E. KAUFMAN
 ILIRA CARLTON
 JEFFREY M. CLYMAN

500001986455--7
 -10/25/96--01093--004
 ***1837.50 ***1837.50

B960000402

October 16, 1996

*Return to
 RIA RSTP*

VIA FEDERAL EXPRESS

Attorneys' Title Insurance Fund
 Leon Branch
 660 East Jefferson Street, Suite 200
 Tallahassee, FL 32301
 Attn: Corporate Records Filing/Barbara

RE: Calhoun Street Partners/FCWR-Tallahassee Office
 Associates, Ltd.
 File No. 56509.05001

Dear Barbara:

Enclosed is the Application by Foreign Limited Partnership for Authorization to Transact Business in Florida and our cover letter to the Secretary of State. A check in the amount of \$1,837.50 will be coming by separate cover letter from Ralph V. Williams.

Please file this Application on a TOP PRIORITY basis along with the Application for Registration of Fictitious Name for Calhoun Street Partners (which you already have) and return all documents to our firm via Federal Express. We would also appreciate receiving a telephone call after the Application has been delivered to the Secretary of State on Thursday morning, October 17, 1996.

Thank you in advance for your assistance in this matter. Should you have any questions, please contact the undersigned.

Very truly yours,

Jill E. Kaufman
 Jill E. Kaufman

JEK/lcs
 enclosures

U. I. R.	
FILING	17.10.96
R. AGENT FEE	35.00
C. COPY	52.50
TOTAL	1827.50
N. DUES	
BALANCE DUE	
PAID	

*file
 1st*

*3/5
 10/17/96*

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 96 OCT 17 PM 1:01

RECEIVED
 OCT 17 1996

JECK, HARRIS, JONES & KAUFMAN, LLP

Attorneys and Counselors at Law

PHILIPPE C. JECK
ANDREW HARRIS
GEOFFREY L. JONES
JILL E. KAUFMAN
ELISA CARLTON
JEFFREY M. CLYMAN

SUITE 400, REYNOLDS PLAZA
1001 EAST INDIANTOWN ROAD
JUPITER, FLORIDA 33477-5143
(888) 746-1002
(888) 283-5004 (MARTIN COUNTY)
TELECOPIER (888) 747-4113

WILLIAM H. HARRIS
CLERK OF COURT
FILED STATE
SECRETARY OF CORPORATIONS
96 OCT 17 PM 1:01

October 17, 1996

Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

VIA HAND DELIVERY

RE: Calhoun Street Partners/FCWVR-Tallahassee Office
Associates, Ltd.
Our File No. 56509.05001

Dear Sir/Madam:

Enclosed is an Application by Foreign Limited Partnership
for Authorization to Transact Business in Florida for FCWVR-
Tallahassee Office Associates, Ltd. together with a check for
\$1,837.50.

Please arrange to have the Application filed as promptly as
possible, and return to us a certified copy. If there is any
problem or question, please contact me immediately.

The check for \$1,837.50 represents the following charges:

Filing Fee	\$1,785.00
Certified Copy	<u>52.50</u>
Total	\$1,837.50

Thank you for your cooperation.

Very truly yours,

Jill E. Kaufman
Jill E. Kaufman

JEK/lcs
enclosures

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JAN 17 1986

The undersigned General Partner, desiring to do business in the State of Florida, hereby states:

1. The name of the Partnership is FCWVR-Tallahassee Office Associates, Ltd.
2. The Limited Partnership was formed in California on January 1, 1986.
3. The name and address of the agent for service of process on the limited partnership is Donna McDonald, 1070 E. Indiantown Road, Suite 410, Jupiter, Florida 33477.
4. The Secretary of State is appointed the agent of the limited partnership for service of process if an agent has not been appointed under subsection 3. or, if an agent has been appointed, if the agent's authority has been revoked or the agent cannot be found or served with the exercise of reasonable diligence.
5. The principal office address for the limited partnership is 9777 Wilshire Blvd., Suite 710, Beverly Hills, California 90212.
6. The name and address of the general partners are Stanley R. Fimberg and Dyan Cannon, 9777 Wilshire Blvd., Suite 710, Beverly Hills, California 90212.
7. The address of the office at which is kept a list of the names and addresses of the limited partners and their capital contributions is 9777 Wilshire Blvd., Suite 710, Beverly Hills, California 90212 and 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.
8. The mailing address for the limited partnership is 9777 Wilshire Blvd., Suite 710, Beverly Hills, California 90212.

Execution of this Application has been executed by a General Partner on behalf of FCWVR-Tallahassee Office Associates, Ltd, this 16 day of October, 1996.

GENERAL PARTNER

By: Stanley R. Fimberg

STATE OF CALIFORNIA
COUNTY OF LOS ANGELES

The foregoing instrument was acknowledged before me this 16 day of October, 1996, by Stanley R. Fimberg, a General Partner, of FCWVR-Tallahassee Office Associates, Ltd, a California limited partnership, on behalf of the partnership. He is personally known to me or has produced _____ as identification.

(SEAL)

Sandra M. Ryan
Print name: SANDRA M. RYAN
Notary Public, State of CALIFORNIA
My Commission expires: 10/11/97



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for FCWVR-Tallahassee Office Associates, Ltd., a foreign limited partnership, in the foregoing Application, I hereby agree to act in that capacity, and, on behalf of the limited partnership, to accept service of process for the limited partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

Donna McDonald
DONNA MCDONALD

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 17 PM 1:01

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

1. The amount of capital contrubutions of the limited partners is ~~-\$1,000,000-~~ \$250,000.00.
2. The anticipated amount of the capital contrubutions of the limited partners that are allocated for the purposes of transacting business in Florida is ~~-\$1,000,000-~~ \$250,000.00.

GENERAL PARTNER

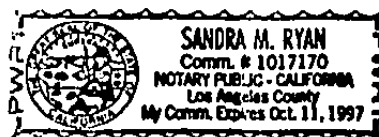
By: Stanley R. Fimberg

STATE OF CALIFORNIA
COUNTY OF LOS ANGELES

The foregoing instrument was acknowledged before me this 16 day of October, 1996, by Stanley R. Fimberg, a General Partner, of FCWVR-Tallahassee Office Associates, Ltd, a California limited partnership, on behalf of the partnership. He is personally known to me or has produced _____ as identification.

(SEAL)

Sandra M. Ryan
Print name: SANDRA M. RYAN
Notary Public, State of CALIFORNIA
My Commission expires: 10/11/97



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 17 PM 11:01