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ADMITTED IN CA & DC ONLY
RAPHAEL J. OMENSA

November 14, 1996

VIA FEDERAL EXPRESS

Foreign Qualification Section
Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399
Attn: Tammie

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
56 NOV 15 PM 4:13

100002007991--8
-11/19/96--01094--017
*****96.25 *****96.25

Re: University Park Properties Limited Partnership; and
MEM Real Estate Management, Inc.

Dear Tammie:

Pursuant to our telephone conversation of November 7, 1996, I am enclosing for filing on behalf of each of the above-captioned Ohio entities their respective Application for Authorization to Transact Business in Florida.

I. University Park Properties Limited Partnership

On behalf of this Ohio limited partnership, enclosed please find one (1) original and one (1) copy of an "Application for Foreign Limited Partnership for Authorization to Transact Business in Florida," together with the "Affidavit of Capital Contributions for Foreign Limited Partnership" attached. Also enclosed is a copy of the letter from the Florida Department of State indicating that we have reserved the name "University Park Properties Limited Partnership." After filing the Application, please return (i) a time-stamped copy of the Application and (ii) a Certificate of Authorization to me in the enclosed self-addressed stamped envelope. Our firm check payable to the Florida Department of State in the amount of \$96.25 is enclosed to cover (i) the \$52.50 filing fee based on \$990.00 of capital contributions allocated for the purpose of transacting business in Florida, (ii) the \$35 fee for designation of a

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Name	OK 11-15
Availability	
Document Examiner	OK
Updater	OK
Updater Verifier	OK
Acknowledgment	OK
P. Veriys	OK

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A LEGAL PROFESSIONAL ASSOCIATION

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registered agent and (iii) the \$8.75 fee for the request of a Certificate of Authorization.

II. MEM Real Estate Management, Inc.

Enclosed on behalf of this Ohio corporation, please find one (1) original and one (1) copy of an "Application by Foreign Corporation for Authorization to Transact Business in Florida," together with a Certificate of Good Standing issued by the Ohio Secretary of State on September 27, 1996. Also enclosed is a copy of the letter from the Florida Department of State indicating that we have reserved the name "MEM Real Estate Management, Inc." After filing the Application, please return (i) a time-stamped copy of the Application and (ii) a Certificate of Authorization to me in the second self-addressed, stamped envelope. Our firm check payable to the Florida Department of State in the amount of \$78.75 is enclosed to cover (i) the \$70.00 filing fee and (ii) the \$8.75 fee for the request of a Certificate of Authority.

If you have any questions or concerns in respect of the foregoing, please do not hesitate to call me collect. Thank you for your assistance in this matter.

Very truly yours,



Raphael J. Omerza

RJO:j

Enclosures

cc: Paul J. Singerman, Esq.

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 28, 1996

RAPHAEL J. OMERZA, ESQ.
BERICK, PEARLMAN & MILLS
1111 SUPERIOR AVE., 1350 EATON CENTER
CLEVELAND, OH 44114-2569

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The name UNIVERSITY PARK PROPERTIES LIMITED PARTNERSHIP has been reserved for 120 days beginning October 28, 1996. The reservation number is R96000005138 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lantham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Tammy Hampton

Letter number: 996A00049528

Florida Department of State, Jim Smith, Secretary of State

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

1. UNIVERSITY PARK PROPERTIES LIMITED PARTNERSHIP

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

N/A

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. October 31, 1996

(Date of Formation)

5. Paul F. Carrazzone

(Name of Registered Agent for Service of Process)

6. 5207 Bayshore Boulevard

(Street Address of Registered Office)

Tampa

(City)

Florida

33611

(Zip Code)

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

(Officer must sign on this line)

Paul F. Carrazzone

(Type Name and Title of Officer)

c/o BPM Agency, Inc., 1350 Eaton Center, 1111 Superior Avenue,
Cleveland, Ohio 44114

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

9. NAME OF GENERAL PARTNERS

MEM REAL ESTATE MANAGEMENT, INC.

SPECIFIC ADDRESS

31515 Roberta Drive

Bay Village, Ohio 44140

F96000005991

10. 31515 Roberta Drive, Bay Village, Ohio 44140

(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. 31515 Roberta Drive, Bay Village, Ohio 44140

(Mailing Address of Limited Partnership)

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This 29th day of October, 19 96.

MEM REAL ESTATE MANAGEMENT, INC.

By: [Signature]

General Partner

Paul F. Carrazzone, President

STATE OF Ohio

COUNTY OF Cuyahoga

THE FOREGOING instrument was acknowledged and sworn to before me this 29th day of October, 19 96, by Paul F. Carrazzone, President (Name of General Partner) of MEM Real Estate Management, Inc., as General Partner University Park Properties Limited Partnership (Name of Limited Partnership), An Ohio (State or Country) Limited Partnership, on behalf of the Limited Partnership.

[Signature]

Notary Public

State of Ohio at Large

My Commission Expires: _____

RAPHAEL J. OMERZA, Attorney at Law
Notary Public, State of Ohio
My commission has an expiration date.
Section 147.03 O.R.C.

(SEAL)

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

BEFORE ME the undersigned personally appeared Paul J. Singerman, Secretary of
University Park MEM Real Estate Management, Inc.,
a general partner of Properties Limited, a (an) Ohio limited partnership,
Partnership
hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 990.00.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 990.00.

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 8th day of November, 19 96.

MEM REAL ESTATE MANAGEMENT, INC.

General Partner

By: 

General Partner

Paul J. Singerman, Secretary

STATE OF Ohio

COUNTY OF Cuyahoga

On this 8th day of November, 19 96, Paul J. Singerman, Secretary
of MEM Real Estate Management, Inc.

personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____


(Notary Public Signature)

RAFAEL A. CIENFUEGOS, Attorney at Law
Notary Public, State of Ohio
My commission expires on _____ date.
Section 147.03 O.R.C.

Seal

My Commission Expires: _____

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