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NAME: HIGHLAND AVENUE ASSOCIATES, L.P., LTD.
AUDIT NUMBER.....H96000018042
DOC TYPE.....FOREIGN LIMITED PARTNERSHIP
CERT. OF STATUS..0
CERT. COPIES.....1

PAGES..... 3
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P002

FAX AUDIT #H96000018042

Florida Department of State, Jim Smith, Secretary of State

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

1. Highland Avenue Associates, L.P.
(Name of limited partnership as it is in the home state)
2. Highland Avenue Associates, L.P., Ltd.
(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. Rhode Island 4. December 16, 1996
(State of Formation) (Date of Formation)
5. Angell Corporate Services, Inc.
(Name of Registered Agent for Service of Process)
6. 250 Royal Palm Way, Suite 300
(Street Address of Registered Office)
Palm Beach, Florida 33480
(City) (Zip Code)
7. Acceptance by the Registered Agent for Service of Process.
By: [Signature], Jonathan E. Cole
Its: President (Agent must sign on this line)
8. 4 Cathedral Square, Suite 1G, Providence, Rhode Island 02903
(Address of registered office required in state of formation or, if not required, address of principal office.)
9. NAMES OF GENERAL PARTNERS

	SPECIFIC ADDRESS
<u>Property Advisory Group, Inc., F94-4682</u>	<u>4 Cathedral Square, Suite 1G</u>
<u>a Rhode Island corporation qualified</u>	<u>Providence RI 02903</u>
<u>to do business in Florida</u>	

10. Highland Avenue Associates, L.P., 4 Cathedral Square, Suite 1G, Providence, RI 02903
(Office where Names, Addresses and Contributions of Limited Partners are kept)

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FAX AUDIT #H96000018042
Jonathan E. Cole
Florida Bar No. 335622
Edwards & Angel
250 Royal Palm Way
Palm Beach FL 33480
561-833-7700

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P003

FAX AUDIT #H96000018042

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of the limited partner or limited partners until the limited partnership's registration in Florida is cancelled or withdrawn.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. 4 Cathedral Square, Suite 1G, Providence, Rhode Island 02903
(Mailing Address of Limited Partnership)

This 24th day of December, 19 96.
By: Robert R. Gaudreau
General Partner

Its: Robert R. Gaudreau, Vice President

STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE

THE FOREGOING instrument was acknowledged and sworn to before me this 24th day
of December, 19 96, by Robert R. Gaudreau, on behalf of
Property Advisory Group, Inc. of
(Name of General Partner)
Highland Avenue Associates, L.P., a Rhode Island
(Name of Limited Partnership)

Limited Partnership.

Kathleen A. Faulk
Notary Public

State of Rhode Island at Large

(SEAL)

My Commission Expires: 3/05/98

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME the undersigned personally appeared Property Advisory Group, Inc. on behalf of
partner of Highland Avenue Associates, L.P. (an) Rhode Island limited partnership,
hereinafter referred to as the "Partnership", who certifies as follows:

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

This 24th day of December, 19 96.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Property Advisory Group, Inc.

By: [Signature]
General Partner

Its: Robert R. Gaudreau, Vice President

State of Rhode Island

County of Providence

Date December 24, 1996

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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 Robert R. Gaudreau
Property Advisory Group, Inc. (General Partner), known to me and known by me to be on behalf of
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 WITNESS WHEREOF I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 24th day of December, 19 96.

Seal

[Signature]
Notary Public

State of Rhode Island at Large

My commission expires: 3/05/98

FAX AUDIT #H96000018042