

B97000000 3/2

STARK DONINGER & SMITH

ATTORNEYS AT LAW

SUITE 700

50 SOUTH MERIDIAN STREET

INDIANAPOLIS, INDIANA 46204-3542

317-638-2400

JOHN C. STARK
BRUCE E. SMITH
JOHN W. VAN BUSKIRK
RICHARD W. DYAR
PATRICIA SEASOR BAILEY
BRIAN J. TUOHY
MARK A. BAILEY
LEWIS E. WILLIS, JR.
THOMAS A. BRODNIK
NEIL E. LUCAS
RICHARD B. KAUFMAN
PATRICK J. DIETRICK

COUNSEL

WILLIAM K. BYRUM
CLARENCE H. DONINGER
GREGORY S. FEHRIBACH
JOHN F. HOEKNER
ROBERT O. MAAS
GILBERT E. SNIDER

June 17, 1997

TELECOPIER
317-633-6618
OR
317-633-6619
6TH FLOOR
317-633-6620

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 JUN 18 PM 4:10

FILED

VIA FEDERAL EXPRESS

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

100002216041--9
-06/18/97--01083--008
****148.75 ****148.75

CM

Re: Application for Authorization of Guarantee Properties Limited Partnership, an Indiana limited partnership

Dear Madam or Sir:

Submitted for filing by your office on behalf of Guarantee Properties Limited Partnership, an Indiana limited partnership, please find the following:

1. Two (2) originals and one (1) copy of Guarantee Properties Limited Partnership's fully executed Application by Foreign Limited Partnership for Authorization to Transact Business in Florida;
2. Two (2) originals and one (1) copy of Guarantee Properties Limited Partnership's fully executed Affidavit of Capital Contributions for Foreign Limited Partnership;
3. An original Certificate of Existence issued by the Indiana Secretary of State certifying the existence and good standing of Guarantee Properties Limited Partnership in the State of Indiana; and
4. Our firm check in the amount of \$148.75 to cover your applicable filing fees as follows:
 - (a) \$52.50 fee to file;

STARK DONINGER & SMITH

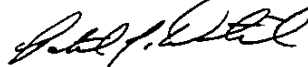
June 17, 1997
Page Two

- (b) \$35.00 for designation of registered agent;
- (c) \$52.50 for a certified copy of the Authorization to Transact Business in Florida; and
- (d) \$8.75 for a certificate under seal of the applicant's authorization.

Please direct the file-marked copies of the enclosed, together with the Certified Copy and Certificate Under Seal, to my attention in the enclosed, self-addressed, pre-paid Federal Express envelope.

Thank you for your assistance in connection with this matter. Please do not hesitate contact me should you have questions or require additional information.

Very truly yours,



Patrick J. Dietrick

PJD:lck

Enclosures

cc: Mr. G. William Armstrong (w/o encls.)

FILED
97 JUN 18 PM 4: 10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State, Sandra B. Mortham, Secretary of State

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

1. Guarantee Properties 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. Indiana 4. June 9, 1997
(State of Formation) (Date of Formation)

5. CT Corporation System
(Name of Registered Agent for Service of Process)

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.


(Agent must sign on this line)

8. 12220 Brookshire Parkway, Carmel, Indiana 46032
(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS STREET ADDRESS

G. William Armstrong 12220 Brookshire Parkway
Carmel, IN 46032

Linda D. Armstrong 12220 Brookshire Parkway
Carmel, IN 46032

10. 12220 Brookshire Parkway, Carmel, Indiana 46033
(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.

CONTINUED

FILED
97 JUN 18 PM 4: 00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

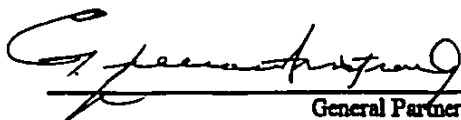
12. Guarantee Properties Limited Partnership

12220 Brookshire Parkway, Carmel, Indiana 46033

(Mailing Address of Limited Partnership)

Under 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 day of June, 9th, 19 97.



G. William Armstrong

General Partner

STATE OF Indiana

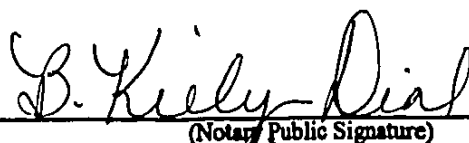
COUNTY OF Hamilton

On this 9th day of June, 19 97, G. William Armstrong

personally appeared before me,

who is personally known to me

whose identity I proved on the basis of _____



(Notary Public Signature)

B. Keely Dial

(Notary's Printed Name)

Seal

My Commission Expires: 1-23-98

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared G. William Armstrong,
Guarantee Properties
a general partner of Limited Partnership, a (an) Indiana limited partnership,
hereinafter referred to as the "Partnership", who certifies as follows:

- 1. The amount of capital contributions of the limited partners is \$ 90.00.
- 2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 45.06.

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 9th day of June, 19 97.

G. William Armstrong, G. William Armstrong
General Partner

FILED
97 JUN 18 PM 4: 10
COUNTY OF HAMILTON
TALLAHASSEE, FLORIDA

STATE OF Indiana

COUNTY OF Hamilton

On this 9th day of June, 19 97, G. William Armstrong

personally appeared before me, who is personally known to me
 whose identity I proved on the basis of _____

B. Kiely Dial
(Notary Public Signature)
B. Kiely Dial
(Notary's Printed Name)

Seal

My Commission Expires: 1-23-98