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THE BOWDEN LAW FIRM
A PROFESSIONAL CORPORATION

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

191 PEACHTREE STREET, N.E.

SUITE 849

ATLANTA, GEORGIA 30303-1747

97 AUG 25 AM 9:46

HENRY L. BOWDEN, JR.
JEANNE JOHNSON BOWDEN
OSCAR LEE WISELEY, JR.
DEAN C. COPELAN

TELEPHONE
404/523-8337

FACSIMILE
404/523-3323

HENRY L. BOWDEN
(1910-1997)

August 20, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Miller-Downs Investments, L.P.

Gentlemen:

Enclosed please the documents necessary to register Miller-Downs Investments, L.P. in Florida. The documents enclosed are as follows:

- Application by Foreign Limited Partnership for Authorization to Transact Business in Florida;
- Affidavit of Capital Contributions for Foreign Limited Partnership; and
- A check in the sum of \$1,506.75 to file both the application and affidavit, and to receive a certificate under seal.

Please direct any correspondence or inquiries in connection with this partnership to me at the address and phone number listed above. If you should have any questions or need any additional information, please give me a call.

Sincerely,

Oscar Lee Wiseley, Jr.
Oscar Lee Wiseley, Jr.

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Name	
Availability	KWM
Document Examiner	KWM
Updater	OLWJ/KWM
Updater	Encl.
Verifier	cc: Robert M. Downs
Acknowledgement	Robert T. Thompson
	KWM

8-25

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

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

1. MILLER-DOWNS INVESTMENTS, L.P.
(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.")

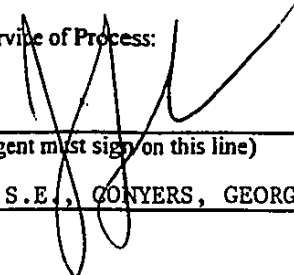
3. GEORGIA 4. 4/3/97
(State of Formation) (Date of Formation)

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)

JENNIFER FAULTMAN
ASSISTANT SECRETARY

8. 2286 COUNTRY CLUB DRIVE, S.E., CONYERS, GEORGIA 30208
(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS

STREET ADDRESS

DOLORES M. DOWNS

2286 COUNTRY CLUB DRIVE, S.E.
CONYERS, GA ~~30208~~ 30013 *JS*

10. 2286 Country Club Drive, S.E., Conyers, Georgia ~~30208~~ 30013 *JS*
(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 canceled or withdrawn.

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12. 2286 Country Club Drive, S.E.

Conyers, GA ~~30108~~ 30013 *AS*

(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 8 day of AUGUST, 19 97.

Dolores M. Downs
General Partner

STATE OF GEORGIA

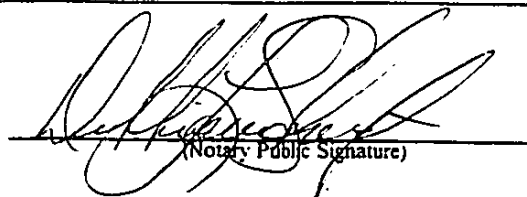
COUNTY OF ROCKDALE

On this 8 day of AUGUST, 19 97.

DOLORES M. DOWNS personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____


(Notary Public Signature)

DEBBIE LOVE SCHWARTZ
(Notary's Printed Name)

DEBBIE LOVE SCHWARTZ
Notary Public, Gwinnett County, Georgia
My Commission Expires March 26, 2000

Seal

My Commission Expires: _____

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared DOLORES M. DOWNS
a general partner of MILLER-DOWNS INVESTMENTS, L.P., a (an) GEORGIA
limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 1,872,745.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 209,000.

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 8 day of AUGUST, 19 97.

Dolores M. Downs
General Partner

STATE OF GEORGIA
COUNTY OF ROCKDALE

On this 8 day of AUGUST, 19 97,

DOLORES M. DOWNS, personally appeared before me,

- ☒ who is personally known to me
☐ whose identity I proved on the basis of _____

[Signature]
(Notary Public Signature)

DEBBIE LOVE SCHWARTZ
(Notary's Printed Name)

DEBBIE LOVE SCHWARTZ
Notary Public, Gwinnett County, Georgia
My Commission Expires March 28, 2000

Seal

My Commission Expires: _____

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