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REALTORS • HOME BUILDERS • COMMERCIAL AND APARTMENT DEVELOPERS • PROPERTY MANAGEMENT

- 9TH FLOOR
- MAGNOLIA FEDERAL BANK BUILDING
- P.O. Box 160306
- MOBILE, ALABAMA 36616-1306
- 334/476-1200
- FAX 334/470-1264

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 15 PM 1:33

August 26, 1997

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

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-08/29/97--01086--003
***1793.75 ***1793.75

To Whom It May Concern:

I transmit herewith an application by foreign limited partnership for authorization to transact business in Florida and an affidavit of capital contributions for foreign limited partnership in duplicate. Attached is check no. 78379 for the aggregate amount \$1,793.75 which will cover the fee to file both the application and affidavit (\$1,750.00), the designation of a registered agent (\$35.00) and one certificate under seal (\$8.75). Please forward acknowledgment to:

Mr. Paul C. Wesch
Attorney at Law
The Mitchell Company, Inc.
P.O. Box 160306
Mobile, AL 36616-1306

Your prompt assistance will be greatly appreciated.

Sincerely,

A handwritten signature in cursive script, appearing to read "Debra T. Oberkirch".

Debra T. Oberkirch
Executive Assistant to Mr. Paul C. Wesch

/dto

attachment w/ enclosures

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Name	KWM
Availability	
Document Examiner	KWM
Updater	KWM
Updater Verifier	KWM
Acknowledgement	KWM
V. P. Verifier	KWM

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F95-581

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B97-519

9-15
8-29



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REALTORS • HOME BUILDERS • COMMERCIAL AND APARTMENT DEVELOPERS • PROPERTY MANAGEMENT

September 11, 1997

Attn: Kenny Manning
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: University Apartments, Ltd. - Your Number: W97000020189

Dear Mr. Manning:

We are in receipt of your letter of September 2, 1997 of which a copy is attached. I transmit herewith a revised application by foreign limited partnership for authorization to transact business in Florida and affidavit of capital contributions for foreign limited partnership in duplicate. You have our check no. 78379 for \$1,793.75 which covers the fee to file both the application and affidavit (\$1,750.00), the designation of a registered agent (\$35.00) and one certificate under seal (\$8.75). Please forward acknowledgment to:

Mr. Paul C. Wesch
Attorney at Law
The Mitchell Company, Inc.
851 Beltline Highway, South
Mobile, Alabama 36606

So we may receive the items requested as soon as possible, I have enclosed a Federal Express Airbill for your convenience (please date the Airbill). Your prompt assistance will be greatly appreciated.

Sincerely,

Debra T. Oberkirch
Executive Assistant to Mr. Paul C. Wesch

/dto
attachments w/ enclosure

\\univapts\deptstat.fla

9-15



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 2, 1997

THE MITCHELL COMPANY
ATTN: PAUL C. WESCH
P. O. BOX 160306
MOBILE, AL 36616-1306

SUBJECT: UNIVERSITY APARTMENTS, LTD.
Ref. Number: W97000020189

We have received your document for UNIVERSITY APARTMENTS, LTD. and your check(s) totaling \$1793.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

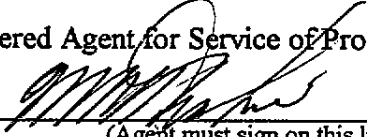
If you have any questions concerning the filing of your document, please call (850) 487-6967.

Kenny Manning
Corporate Specialist

Letter Number: 697A00043834

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

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

1. University Apartments, Ltd.
(Name of limited partnership as it is in the home state)
2. Mitchell/University Apartments, 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. Alabama 4. July 28, 1997
(State of Formation) (Date of Formation)
5. Max L. Dickson
(Name of Registered Agent for Service of Process)
6. 3298 Summit Boulevard, Number 18
(Street Address of Registered Office)
Pensacola, Florida 32503
(City) (Zip Code)
7. Acceptance by the Registered Agent for Service of Process.

(Agent must sign on this line)
8. 851 Beltline Highway South, Mobile, Alabama 36606
(Address of registered office required in state of formation or, if not required, address of principal office.)
9. NAMES OF GENERAL PARTNERS STREET ADDRESS
F93000000581
The Mitchell Company, Inc. 851 Beltline Highway South
Mobile, Alabama 36606
10. 851 Beltline Highway South, Mobile, Alabama 36606
(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

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12. Post Office Box 160306

Mobile, Alabama 36606

(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 26th, August, 19 97

THE MITCHELL COMPANY, INC.

By: [Signature]
Paul C. Wesch, General Partner Vice President

STATE OF Alabama

COUNTY OF Mobile

On this 26th day of August, 19 97, Paul C. Wesch

personally appeared before me,



who is personally known to me



whose identity I proved on the basis of _____

Kathryn L. Stinson
(Notary Public Signature)

Kathryn L. Stinson
(Notary's Printed Name)

Seal

My Commission Expires: _____

NOTARY PUBLIC STATE OF ALABAMA AT LARGE.
MY COMMISSION EXPIRES: Jan. 27, 2001.
BONDED THRU NOTARY PUBLIC UNDERWRITERS.

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

BEFORE ME the undersigned personally appeared Paul C. Wesch, Vice President of The Mitchell Company, Inc.,
a general partner of Mitchell/University Apartments, Ltd., *(an)* Alabama *limited partnership,*
hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 502,409.50.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 502,409.50.

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 26th day of August, 19 97

THE MITCHELL COMPANY, INC.

By: 
Paul C. Wesch, General Partner Vice President

STATE OF Alabama

COUNTY OF Mobile

On this 26th day of August, 19 97, Paul C. Wesch

personally appeared before me,



who is personally known to me



whose identity I proved on the basis of _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Kathryn L. Stinson

(Notary Public Signature)

Kathryn L. Stinson

(Notary's Printed Name)

Seal

My Commission Expires:

NOTARY PUBLIC STATE OF ALABAMA AT LARGE.
MY COMMISSION EXPIRES: Jan. 27, 2001.
BONDED THIRD NOTARY PUBLIC UNDERWRITERS.