



THE UNITED STATES  
CORPORATION  
COMPANY

B97000000688

ACCOUNT NO. : 072100000032

REFERENCE : 632756 4808062

AUTHORIZATION :

Patricia Pappas

COST LIMIT : \$ ~~253.75~~

ORDER DATE : December 11, 1997

ORDER TIME : 3:34 PM

ORDER NO. : 632756-005

CUSTOMER NO: 4808062

CUSTOMER: Marian Luther, Legal Assistant  
Morgan, Lewis & Bockius LLP  
300 South Grand  
22nd Floor  
Los Angeles, CA 90071-3132

1,968.75

900002376069--8

FOREIGN FILINGS

NAME: WATERFORD LAKES PARTNERS, LP

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- 3 - CERTIFIED COPY
- 3 - PLAIN STAMPED COPY
- 3 - CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

RECEIVED  
97 DEC 18 AM 9:12  
DIVISION OF CORPORATION

FILED  
97 DEC 18 PM 4:12  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

MC  
12/18/97



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

December 18, 1997

CARINA DUNLAP  
CSC NETWORKS  
TALLAHASSEE, FL

SUBJECT: WATERFORD LAKES PARTNERS, LP  
Ref. Number: W97000028227

**RESUBMIT**  
Please give original  
submission date as file date.

We have received your document for WATERFORD LAKES PARTNERS, LP and the authorization to debit your account in the amount of \$1968.75. However, the document has not been filed and is being returned for the following:

The Registered Agent MUST SIGN the acceptance statement in Item 7.

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) 487-6914.

Buck Kohr  
Corporate Specialist

Letter Number: 097A00059477

97 DEC 18 PM 3:30  
RECEIVED  
DIVISION OF CORPORATIONS

97 DEC 18 PM 4:12  
FILED  
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. WATERFORD LAKES PARTNERS, LP  
(Name of limited partnership as it is in the home state)
2. \_\_\_\_\_  
(If name unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED" or "LTD.")
3. Delaware 4. 12/15/97  
(State of Formation) (Date of Formation)
5. Corporation Service Company  
(Name of Registered Agent for Service of Process)
6. 1201 Hays Street  
(Street Address of Registered Office)  
Tallahassee, Florida 32301  
(City) (Zip Code)
7. Acceptance by the Registered Agent for Service of Process.  
*Freddie Shelly*  
(Agent must sign on this line)
8. 250 International Parkway, Suite 220, Heathrow, Florida 32746  
(Address of registered office required in state of formation or, if not required, address of principal office.)
9. NAMES OF GENERAL PARTNERS STREET ADDRESS  
8970000162581  
Waterford Brittany Development Corporation 250 International Parkway, Suite 220  
Heathrow, Florida 32746
10. 250 International Parkway, Suite 220 Heathrow, Florida 32746  
(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  
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TALLAHASSEE FLORIDA

12. 250 International Parkway, Suite 220 Heathrow, Florida 32746  
(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 16<sup>th</sup> day of December, 1997.

WATERFORD BRITTANY  
General Partner

DEVELOPMENT CORPORATION,

By: John Schaffer  
John Schaffer, Secretary

STATE OF Florida

COUNTY OF Seminole

On this 16<sup>th</sup> day of December, 1997, John Schaffer personally appeared before me, X who is personally known to me

/ whose identify I proved on the basis of

Beth E. Buckman  
(Notary Public Signature)

(Notary's Printed Name)  
MY COMMISSION # CC665926 EXPIRES  
November 9, 2001  
BONDED THRU TROY FAIN INSURANCE, INC.



Beth E. Buckman  
MY COMMISSION # CC665926 EXPIRES  
November 9, 2001  
BONDED THRU TROY FAIN INSURANCE, INC.

97DEC 18 PM 4:12  
FILED  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

# AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN PARTNERSHIP

**BEFORE ME** the undersigned personally appeared John Schaffer, Secretary of Brittany Waterford Development Corporation, general partner of WATERFORD LAKES PARTNERS, LP, a Delaware limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. the amount of capital contributions of the limited partners is \$4,546,000.
2. the anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$4,546,000.

*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 16<sup>th</sup> day of December, 1997.

WATERFORD BRITTANY  
General Partner

DEVELOPMENT CORPORATION

By: John Schaffer  
John Schaffer, Secretary

STATE OF Florida

COUNTY OF Seminole

On this 16<sup>th</sup> day of December, 1997, John Schaffer personally appeared before me, X who is personally known to me

/ whose identify I proved on the basis of \_\_\_\_\_

Beth E. Buckman

(Notary Public Signature)

(Notary's Printed Name)

My Commission Expires: \_\_\_\_\_



Beth E. Buckman  
MY COMMISSION # CC665926 EXPIRES  
November 9, 2001  
BONDED THRU TROY FAIR INSURANCE, INC.

FILED  
97 DEC 18 PM 12:12  
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FLORIDA  
SECRETARY OF STATE