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One Atlantic Center
1201 West Peachtree Street
Atlanta, Georgia 30309-3424

404-881-7000
Fax: 404-881-7777

Jan R. Ezell
Corporate Legal Assistant

Direct Dial (404) 881-7442

January 21, 1998

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 22 PM 4:25

BY UPS OVERNIGHT

Mr. Buck Kohr
Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

400002418874
-02/02/98-01010-020
***1785.00 ***1785.00

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DIVISION OF CORPORATIONS
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Re: The Breen Family Limited Partnership

Dear Buck:

Enclosed for filing is an Application by Foreign Limited Partnership for Authorization to Transact Business in Florida for the above-referenced limited partnership. Also enclosed is a check in the amount of \$1785.00 in payment of the filing fees. Please file-stamp the enclosed copy of the Application and return it to me.

As always, thanks for your help. If you have any questions regarding the enclosed, please call me at (404) 881-7442.

Sincerely yours,

Jan R. Ezell

Jan R. Ezell
Corporate Legal Assistant

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ARTICLE 2

JRE:mw
Enclosure
cc: Mr. Arnold L. Feinstein
AD933220.025

1211 East Morehead Street
P. O. Drawer 34009
Charlotte, NC 28234-4009
704-331-6000
Fax: 704-334-2014

3605 Glenwood Avenue
P. O. Drawer 31107
Raleigh, NC 27622-1107
919-420-2200
Fax: 919-881-3175

601 Pennsylvania Avenue, N.W.
North Building, Suite 250
Washington, DC 20004-2601
202-508-3300
Fax: 202-508-3333

LP-1785

BK 1/29/98

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

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

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DIVISION OF CORPORATIONS
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1. The Breen Family Limited Partnership
(Name of limited partnership as it is in the home state)
2. The James J. Breen Family Limited Partnership
(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. October 8, 1996
(State of Formation) (Date of Formation)
5. James J. Breen
(Name of Registered Agent for Service of Process)
6. 717 Fair Oaks Lane
(Street Address of Registered Office)
Maitland, Florida 32751
(City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process.

- James J. Breen
(Agent must sign on this line) James J. Breen, Registered Agent in Florida
8. 1201 West Peachtree Street, Suite 4200, Atlanta, Georgia 30309-3424 - Registered Office
(Address of registered office required in state of formation or, if not required, address of principal office.) in Georgia

9. NAMES OF GENERAL PARTNERS STREET ADDRESS

- | | |
|-----------------------|--|
| <u>James J. Breen</u> | <u>717 Fair Oaks Lane, Maitland, Florida 32751</u> |
| <u>Joan F. Breen</u> | <u>717 Fair Oaks Lane, Maitland, Florida 32751</u> |

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10. 717 Fair Oaks Lane, Maitland, Florida 32751
(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.

11.A. The Secretary of State of Florida is appointed the agent of the foreign limited partnership for service of process if an agent's authority has been revoked or the agent cannot be found or served with the exercise of reasonable diligence.

12. 717 Fair Oaks Lane, Maitland, Florida 32751

(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 21, January, 19 98

James J. Breen
James J. Breen, General Partner

STATE OF GEORGIA

COUNTY OF FULTON

On this 21st day of January, 19 98, James J. Breen

personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____

Jan R. Ezell
(Notary Public Signature)

Jan R. Ezell
(Notary's Printed Name)

Notary Public, Fulton County, Georgia.
My Commission Expires August 7, 2001.

My Commission Expires: _____

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared James J. Breen
The Breen Family
a general partner of Limited Partnership, 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 \$ 2,854,108
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 2,854,108

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 21 day of January, 19 98

James J. Breen
James J. Breen, General Partner

STATE OF GEORGIA

COUNTY OF FULTON

On this 21st day of January, 19 98, James J. Breen

personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____

Jan R. Ezell
(Notary Public Signature)
Jan R. Ezell
(Notary's Printed Name)

Seal

My Commission Expires: _____

Notary Public, Fulton County, Georgia.
My Commission Expires August 7, 2001.

FILED
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DIVISION OF CORPORATIONS
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