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-02/17/98--01046--020
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CT Corporation System
Requestor's Name
660 East Jefferson Street
Address
Tallahassee, FL 32301 222-1092
City State Zip Phone

CORPORATION(S) NAME

200002432692--6
-02/17/98--01046--021
****105.00 ****105.00

BVT Capital Partners X, Limited Partnership

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DIVISION OF CORPORATIONS
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|---|---|--|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input checked="" type="checkbox"/> Limited Partnership | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> UCC Filing |
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Florida Department of State, Jim Smith, Secretary of State

APPLICATION BY FOREIGN LIMITED PARTNERSHIP
FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA1. BVT Capital Partners X, 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. Delaware

(State of Formation)

4. February 10, 1998

(Date of Formation)

5. _____

C T CORPORATION SYSTEM

(Name of Registered Agent for Service of Process)

6. _____

c/o C T Corporation System, 1200 South Pine Island Road

(Street Address of Registered Office)

Plantation

(City)

, Florida

33324

(Zip Code)

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

Mary R Adams

C T CORPORATION SYSTEM

(Officer must sign on this line)

Mary R. Adams, Assistant Secretary

(Type Name and Title of Officer)

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DIVISION OF CORPORATIONS
98 FEB 13 PM 1:388. Corporation Trust Center, 1209 Orange Street, Wilmington, DE 19801

(Address of Registered Office required in State of Formation or, if not required, Address of Principal Office.)

9. NAME OF GENERAL PARTNERS

SPECIFIC ADDRESS

BVT Real Estate Development, Inc.

c/o BVT Management Services, Inc.

3350 Cumberland Circle

Suite 1500

Atlanta, GA 30339

593-104

c/o BVT Management Services, Inc.,

10. 3350 Cumberland Circle, Suite 1500, Atlanta, GA 30339

(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.

c/o BVT Management Services, Inc.,

12. 3350 Cumberland Circle, Suite 1500, Atlanta, GA 30339

(Mailing Address of Limited Partnership)

This 10th day of February, 1998.
BVT REAL ESTATE DEVELOPMENT, INC.

By:



General Partner J. Greer Cummings, Jr.,
Assistant Secretary

STATE OF TENNESSEE

COUNTY OF DAVIDSON

THE FOREGOING instrument was acknowledged and sworn to before me this 10th day
of February, 1998, by J. Greer Cummings, Jr., (Name of General Partner) of

BVT Capital Partners X, Limited Partnership

(Name of Limited Partnership), A Delaware (State or Country) Limited
Partnership, on behalf of the Limited Partnership.



Notary Public

State of TENNESSEE at Large

(SEAL)

My Commission Expires:

1/27/2001

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DIVISION OF CORPORATIONS
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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

J. Greer Cummings, Jr., Assistant Secretary of BVT
 BEFORE ME, the undersigned, personally appeared Partnership Real Estate Development, Inc., a
 general partner of BVT Capital Partners X, Limited, a (an)
Delaware, limited partnership, hereinafter referred to as the "Partnership", who
 certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 1,000.00.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 2,600,000.00.

This 10th day of February, 19 98.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury I declare that I have read the foregoing and that the facts are true, to the best of my knowledge and belief.

General Partner
 BVT REAL ESTATE DEVELOPMENT, INC.
 By: J. Greer Cummings, Jr.
 Assistant Secretary

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 DIVISION OF CORPORATIONS
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STATE OF TENNESSEE
 COUNTY OF DAVIDSON
 DATE February 10, 1998

*Assistant Secretary of BVT Real Estate Development, Inc.

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared J. Greer Cummings, Jr.,* (General Partner, known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as General Partner of said partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 10th day of February, 19 98.

Mary M. Brown
 Notary Public

Seal

State of Tennessee at Large
 My Commission Expires:
11/27/2001