

B98000000414
TEW, ZINOBER, BARNES, ZIMMET & UNICE
ATTORNEYS AT LAW

JOEL R. TEW
FREDRIC S. ZINOBER
ROBERT L. BARNES, JR.
ALAN S. ZIMMET
T. R. UNICE, JR.
ANDREW J. SALZMAN
JEFFREY P. CARIO*

LEE WM. ATKINSON
MARK A. CONNOLLY
DONNA J. FELDMAN
PAUL J. WATERS
BRET T. JARDINE
PATRICK A. BURSON
CHRISTOPHER M. AIELLO
ROBERT E. HEYMAN
ANDREA L. ABRASS
JOSEPH A. CORSMIEIER
KAREN B. CLARK
JAIME AUSTRICH
*HERNANDO RESIDENT PARTNER

CLEARWATER OFFICE
PRESTIGE PROFESSIONAL PARK
2655 McCORMICK DRIVE
CLEARWATER, FLORIDA 33759

HERNANDO OFFICE
7361 FOREST OAKS BLVD.
SPRING HILL, FLORIDA 34606

PLEASE REPLY TO:
P. O. BOX 5124
CLEARWATER, FLORIDA 33758-5124

CLEARWATER OFFICE
(813) 799-2882

FAX
(813) 726-0058
(813) 799-6794

HERNANDO OFFICE
(352) 683-0597
FAX
(352) 686-0701

E-Mail Address: TZBZU@aol.com

Of Counsel:
STEPHANIE A. VAUGHAN

June 22, 1998

Florida Department of State
Qualification/Registration Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

Via Federal Express

600002563536--0
-06/23/98--01064--002
***1837.50 ***1837.50

Re: Application for Foreign Limited Partnership for
Authorization to Transact Business in Florida and

Application by Foreign Limited Liability Company
for Authority to Transact Business in Florida

Dear Sir or Madam:

Enclosed please find the following:

- A. Application for South Bay Plantation, L.P. to transact business in Florida, Affidavit of Capital Contributions, Certificate of Existence, and check in the amount of \$1,837.50 to cover the application fee and the maximum capital contributions fee.
- B. Application for South Bay/Naples, L.L.C. to transact business in Florida, Affidavit of Membership and Contributions, Certificate of Designation of Registered Agent, Certificate of Existence, and check in the amount of \$140.00 to cover the application fee etc.

Please cause the enclosed to be applications to be processed, returning any confirming documents to the undersigned. Please contact the undersigned if you have any questions.

Sincerely,

TEW, ZINOBER, BARNES, ZIMMET & UNICE

Jo Lynn Jorczak
Jo Lynn Jorczak
Legal Assistant

Enclosures
pc:

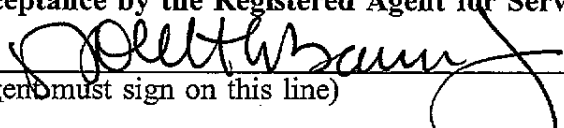
Name	
Availability	<i>MAA</i>
Document Examiner	<i>MAA</i>
Updater	<i>MAA</i>
Updated by	<i>MAA</i>
Kelley Oliver, Esquire	<i>MAA</i>
Acknowledged	<i>MAA</i>
W. F.	<i>MAA</i>

608-414

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DIVISION OF CORPORATIONS
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**APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

1. South Bay Plantation, L.P.
(Names of limited partnership as it is in the home state)
2. South Bay Plantation, 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. Tennessee
(State of Formation)
4. June 4, 1998
(Date of Formation)
5. Robert L. Barnes, Jr..
(Name of Registered Agent for Service of Process)
6. 2655 McCormick Drive, Prestige Professional Park
(Street Address of Registered Office)

Clearwater, Florida 33759
(City) (Zip Code)
7. **Acceptance by the Registered Agent for Service of Process.**

(Agent must sign on this line)
8. 3301 West End Avenue., Suite 200, Nashville, TN 37203
(Address of registered office required in state of formation or, if not required, address of principal office.)
9.

NAMES OF GENERAL PARTNERS	SPECIFIC ADDRESS
South Bay/Naples, L.L.C.	3301 West End Avenue., Suite 200 Nashville, TN 37203
10. 3301 West End Avenue., Suite 200, Nashville, TN 37203
(Office where Names, Addresses and Contributions of Limited Partners are kept.)

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98 JUN 24 PM 3:03

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.
12. 3301 West End Avenue, Suite 200, Nashville, TN 37203
(Mailing Address of Limited Partnership)

This 19th day of June, 1998.

SOUTH BAY PLANTATION, L.P.

BY: South Bay/Naples, L.L.C.
General Partner

By: Cauley Harris Hastor

Title: Co-manager, secretary

STATE OF TENNESSEE
COUNTY OF DAVIDSON

The foregoing instrument was acknowledged and sworn to before me this 19th day of June, 1998 by Cauley Harris Hastor, the Co-manager, secretary of South Bay/Naples, L.L.C., the General Partner of South Bay Plantation, L.P., a Tennessee limited partnership. He is personally known to me or has produced as identification.

Constance B Forehand
Notary Public
Printed name: Constance B. Forehand
State of Tennessee at Large
My Commission Expires: 5/30/99
Commission Number: _____

(SEAL)

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Caulley Harris Hoston the ^{Co-}Chief Manager of South Bay/Naples, L.L.C., the sole general partners of South Bay Plantation, L.P., a Tennessee, a limited partnership, hereinafter referred to as the "Partnership," who certifies as follows:

1. The amount of capital contributions of the limited partners is \$3,225,000.00.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purpose of transacting business in Florida is \$3,225,000.00.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Date:

South Bay/Naples, L.L.C.
General Partner

By:

Caulley Harris Hoston
Title: Co-manager, secretary

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STATE OF TENNESSEE
COUNTY OF DAVIDSON

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgements in and for the State and County set forth above, personally appeared Caulley Harris Hoston, the Chief Manager of South Bay/Naples, L.L.C., the sole General Partner of South Bay Plantation, L.P., 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 the Affidavit as the sole General Partner of said partnership. He is personally known to me or has produced _____ as identification.

IN WITNESS WHEREOF I have hereunto set my hand and affixed by official seal this 19th day of June, 1998.

Constance B Forehand

Notary Public

Printed name: Constance B. Forehand

State of Tennessee at Large

My Commission Expires: 5/30/99

Commission Number: _____

(SEAL)

#128987