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CORPORATION(S) NAME

FOM St. Augustine limited Partnership

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6/24/98

Florida Department of State, Jim Smith, Secretary of State

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

1. FOM St. Augustine Limited Partnership (Name of limited partnership as it is in the home state;

2. FOMSA 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. Tennessee (State of Formation) 4. June 19, 1998 (Date of Formation)

5. CT 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, Florida 33324 (City) (Zip Code)

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

CT CORPORATION SYSTEM

Connie Bryan

CONNIE BRYAN (Officer must sign on this line) SPECIAL ASSISTANT SECRETARY (Type Name and Title of Officer)

8. 100 Peabody Place, Suite 1400, Memphis, Tennessee 38103 (Address of Registered Office required in State of Formation or, if not required, Address of Principal Office.)

9. NAME OF GENERAL PARTNERS FOMSA Inc., a Tennessee corporation SPECIFIC ADDRESS 100 Peabody Place Suite 1400 Memphis, Tennessee 38103

F98000003660

10. 100 Peabody Place, Suite 1400, Memphis, Tennessee 38103 (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of the limited partner or limited partners until the limited partnership's registration in Florida is cancelled or withdrawn.

12. 100 Peabody Place, Suite 1400, Memphis, Tennessee 38103 (Mailing Address of Limited Partnership)

This 24th day of June, 1998.

FOMSA Inc.
General Partner

By: [Signature]
STATE OF TENNESSEE Jimmie D. Williams, Secretary

COUNTY OF SHELBY

*Secretary of FOMSA, Inc.

THE FOREGOING instrument was acknowledged and sworn to before me this 24th day of June, 1998, by Jimmie D. Williams* (Name of General Partner) of

FOM St. Augustine Limited Partnership

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

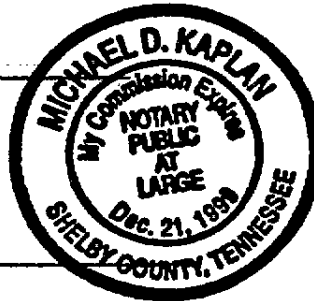
[Signature]

Notary Public

State of Tennessee at Large

My Commission Expires:

2-21-99



(SEAL)

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Jimmie D. Williams, Secretary of FOMAS Inc., a general partner of FOM St. Augustine Limited Partnership, a (an) Tennessee, 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 \$ 1,000.00.

This 24th day of June, 1998.

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.

FOMSA Inc., General Partner, by its Senior Vice President
Jimmie D. Williams

STATE OF TENNESSEE
COUNTY OF SHELBY
DATE June 24, 1998

*Vice President of FOMSA 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 Jimmie D. Williams, Senior * (General Partner, known to me and know 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 WHITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 24th day of June, 1998.

Michael D. Kaplan
Notary Public

Seal

State of Tennessee at Large
My Commission Expires:
2-21-99

