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LAW OFFICES OF
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DIANA M. THIBODAUX

of counsel
JOHN B. WATERS, JR. **

1111 Northshore Drive, NW
Suite S-700
Knoxville, Tennessee 37919-4074

*Also admitted in Arizona
**Also admitted in District of Columbia

September 17, 1998

Via Federal Express

Florida Department of State
Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

500002643255-4
-09/18/98-01057-001
*****390.00 *****96.25

Re: Atlantic Gardens, L.P.
Jacksonville Atlantic Gardens, LLC

Dear Madam or Sir:

Enclosed please find the Application by Foreign Limited Partnership for Authorization to Transact Business in Florida of Atlantic Gardens, L.P. and the Application by Foreign Limited Liability Company to Transact Business in Florida of Jacksonville Atlantic Gardens, LLC. Also enclosed please find an original certificate of existence issued by the Tennessee Secretary of State on September 11, 1998 relative to Jacksonville Atlantic Gardens, LLC.

FILED

Please return a certified copy of each certificate of status to the undersigned via Federal Express upon completion of the registration process. Our Federal Express account number is 1058-7817-8. Our firm's check in the amount of \$390.00 is enclosed to cover both the registration fees and the fee for certificates of status.

Should you have any questions regarding the enclosed documents or any related matter, please contact me as soon as possible. Thank you for your assistance in this matter.

Sincerely,

LONG, RAGSDALE & WATERS, P.C.

By: Kandyce K. Morgan
Kandyce K. Morgan

Enclosures

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Name	OR 9-2
Availability	
Document Examiner	OR
Updater	OR
Updater Verifier	OR
Acknowledgement	OR
W. P. Verifier	OR

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

1. ATLANTIC GARDENS, L.P.
(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.")

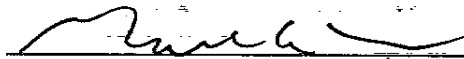
3. Tennessee 4. September 4, 1998
(State of Formation) (Date of Formation)

5. Mark A. Reinsch, Esquire
(Name of Registered Agent for Service of Process)

6. 200 W. Forsyth Street Suite 1400
(Street Address of Registered Office)

Jacksonville Florida 32202
(City) (Zip Code)

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


(Agent must sign on this line)

8. 813 Northshore Drive, Suite 201
Knoxville, Tennessee 37919
(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS STREET ADDRESS

Jacksonville Atlantic Gardens, LLC 813 Northshore Drive

MAG-1058 Suite 201

Knoxville, TN 37919

10. 813 Northshore Drive, Suite 201, Knoxville, TN 37919
(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 canceled or withdrawn.

CONTINUED

FILED
98 SEP 18 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12. 813 Northshore Drive, Suite 201

Knoxville, Tennessee 37919

(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.

Signed this 16th day of September, 19 98

JACKSONVILLE ATLANTIC GARDENS, LLC, general partner

By: Joseph W. Reed
~~XXXXXXXXXXXX~~
Joseph W. Reed, Chief Manager

STATE OF Tennessee

COUNTY OF Knox

On this 16th day of September, 19 98

Joseph W. Reed personally appeared before me,

who is personally known to me and who acknowledged himself to be Chief Manager of Jacksonville Atlantic Gardens, LLC, General Partner of Atlantic Gardens, L.P.

whose identity I proved on the basis of _____

Mary Anne Godfrey
(Notary Public Signature)

Mary Anne Godfrey
(Notary's Printed Name)

Seal

My Commission Expires: My commission expires Aug. 29, 2001

FILED
98 SEP 18 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Joseph W. Reed, Chief Manager of Jacksonville
a general partner of Atlantic Gardens, L.P. Atlantic Gardens, LLC, 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 \$ 990.00
- 2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 990.00

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.

Signed this 16th day of September, 19 98
JACKSONVILLE ATLANTIC GARDENS, LLC, general partner

By: Joseph W. Reed
~~GENERAL PARTNER~~
Joseph W. Reed, Chief Manager

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 SEP 18 PM 4:30

FILED

STATE OF Tennessee

COUNTY OF Knox

On this 16th day of September, 19 98

Joseph W. Reed personally appeared before me,

- who is personally known to me and who acknowledged himself to be Chief Manager of Jacksonville Atlantic Gardens, LLC, General Partner of Atlantic Gardens, L.P.
- whose identity I proved on the basis of _____

Mary Anne Godfrey
(Notary Public Signature)

Mary Anne Godfrey
(Notary's Printed Name)

Seal

My Commission Expires: My commission expires Aug. 29, 2001