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TELEPHONE: (213) 489-4060 FACSIMILE: (213) 239-1324

WRITER'S DIRECT DIAL: (213) 745-3738 EMAIL: kchisholm@brobeck.com

Brobeck Phileger & Harrison LLP ATTORNEYS AT LAW

550 SOUTH HOPE STREET Los Angeles CALIFORNIA 90071-2604 www.brobeck.com

October 1, 1998

Florida Department of State Division of Corporations Post Office Box 6327 Tallahassee, FL 32314

**400002654254--**-10/0<u>2</u>/98--01049--002 \*\*\*1802.50 \*\*\*1802.50

Re: Odom Family, L.P.

Ladies and Gentlemen:

On behalf of the above-referenced California limited partnership, we have enclosed an original and one copy of the Application by Foreign Limited Partnership for Authorization to Transact Business in Florida and Affidavit of Capital Contribution for Foreign Limited Partnership, a certified copy of the California Certificate of Limited Partnership, and a registration fee check in the amount of \$1,802.50 (application fee of \$1,750 and certified copy fee of \$52,50). Please return the certified copy in the enclosed envelope.

Thank you.

400002654254---4 -12/04/98--01012--001 \*\*\*\*115.00 \*\*\*\*\*35.00

Very truly yours,

Kathleen S. Chisholm Senior Legal Assistant

Edmond R. Davis, Esq. Cocument DCC Examiner া পূৰণ**er** : dater Ċ √erifye**r** DCC Acknowledgement UCC W. P. Verifyer

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San Francisco Palo Alto Los Angeles Orange County San Diego New York Austin Denver London\* \*BROBECK HALE AND DORR INTERNATIONAL OFFICE

#### LAW OFFICES

### WILLIAM J. ROBERTS PROFESSIONAL ASSOCIATION

WILLIAM J. ROBERTS OWEN K. GOODWYNE

December 2, 1998

217 SOUTH ADAMS STREET (32301) POST OFFICE BOX 1386 TALLAHASSEE, FL 32302

> PH: 850/224-5169 FAX: 850/224-1033

Diane Cushing Corporate Specialist Florida Secretary of State Division of Corporations Tallahassee, FL 32314

RE: Odom Family, L.P.; Reference #W980000 22702

Dear Ms. Cushing:

I enclose a copy of your letter of October 6, 1998 to Kathleen S. Chisholm, whom I am assisting.

I enclose the following:

- 1. Copy of your letter of October 6, 1998.
- 2. Application for registration of fictitious name.
- 3. William J. Roberts, P.A. office check in the amount of \$115 for the fictitious name filing fee (\$50); Certified copy of fictitious name (\$30); and \$35 for the filing fee for the registered agent.

Please let me know if any further documentation is required.

Sincerely,

WILLIAM J. ROBERTS, P.A.

Owen K. Goodwyne

OKG/rr

Enclosures: As Stated

cc: Kathleen S. Chisholm

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### FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

October 6, 1998

KATHLEEN S. CHISHOLM BROBECK PHLEGER & HARRISON LLP 550 SOUTH HOPE STREET LOS ANGELES, CA 90071-2604

SUBJECT: ODOM FAMILY, L.P. Ref. Number: W98000022702

We have received your document for ODOM FAMILY, L.P. and your check(s) totaling \$1802.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability partnership must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

You failed to include the filing fee for the registered agent. We need an additional \$35.00.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6913.

Diane Cushing Corporate Specialist

Letter Number: 698A00049633

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

1. Odom Family, L.P.	
(Name of limited partnership as it is in the	e home state)
2. Odom Family, L.P., a California Limi	ted Partnerchin
(If name is unavailable, name under which the limited partnership pr	oposes to register or transact business in
Florida; must contain the word "LIMITEL	)" or "LTD.")
3. California 4. June 4. 1	998
(State of Formation) (Date of For	mation)
5. Jim Garner	
(Name of Registered Agent for Service of Proces	ss)
c/o Saltmarsh, Cleaveland & Gund	
6. 501 West 19th Street	
(Street Address of Registered Of	fice)
Panama City Flor	rida 32402-1100 =
(City)	(Zip Code)
7. Acceptance by the Registered Agent for Service of Process:	New 2
	8: 8
Q. A.	21 05 105
(Agent must sign on this line)	<u> </u>
//	
8. c/o Roy L. Carlson, The R.C. Managemer	it Company
3838 Camino del Rio North, Suite 300	<del>.</del>
San Diego, CA 92108	
(Address of registered office required in state of formation or, if no	t required, address of principal office.)
9. NAMES OF GENERAL PARTNERS	STREET ADDRESS
698338900002	
<del></del> · ·	c/o Roy L. Carlson
Ruth C. Odom Trust u/d/t	The R.C. Management Company
dated 4/13/79, by its Trustee,	3838 Camino del Rio North
Ruth C. Odom	Suite 300 San Diego, CA 92108
	22100 CD 32100
c/o Roy L. Carlson, The R.C. Management	Company
3838 Camino del Rio North, Suite 300	· · · · · · · · · · · · · · · · · · ·
10. San Diego, CA 92108	
(Office where Names, Addresses and Contributions of L	imited 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.

12. c/o Roy L. Carlson, The R. C. Management Company	
3838 Camino del Rio North, Suite 300 San Diego, CA 92108	
(Mailing Address of Limited Partnership)	<del></del>
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 16 day of Left, 19 98	
Signed this	
General Partner	
STATE OF CALIFORNIA	
COUNTY OF SAN DIEGO	
On this 6 day of 5ept , 19 98	20.40-400 A 21/41 340
Ruth C. Odom personally appeared before me	RPORATA
Who is personally known to me	ions L
whose identity I proved on the basis of	
	_
(Notary Public Signature)	
MARTHA C Gomes (Notary's Printed Name)	-
Seal My Commission Expires: 8-28-2000	

CA ACLE ATTACHED

# CALIFORNIA ALL-PURPOSE ACKNOWLEDGEMENT STATE OF CALIFORNIA COUNTY OF SAN DUSTO personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s) or the entity upon behalf of which the person(s) acted, executed the instrument. WITNESS my hand and official seal. Other signatures not acknowledged \_\_\_\_\_ Title of Document APPLICATION BY PORTION HONTED PARTNERSHIP FOR AUTHORIZATION Date of Document 9-16-98 No. of Pages 1 + CA ACK "NOTARIES WILL TRAVEL" AAAAAA INC. 619 - 233-6654

## AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED PARTNERSHIP

	Ruth C. Odom, Trustee of Ruth C. Odom Trust u/d/t dated 4/13/79
a general partner of Odom Family, L.P.	
limited partnership, hereinafter referred to as the "Partner	rsmp", who certifies as follows:
1. The amount of capital contributions of the limited par	-
•	f the limited partners that are allocated for the purposes of
transacting business in Florida is \$Not exceedi	ng \$300,000
Under the penalties of perjury I, being duly sworn, declar	re that I have read the foregoing and know the contents thereof and
that the facts stated herein are true and correct.	
1, The same	88 William 88
Signed this/b_day of	
0	
Kith C. Odom	eneral Partner
Ruth C. Odom, Trustee of Ruth C	. Odom Trust u/d/t dated 4/13/29
	. 000 110.00 0, 0, 0 00000, 10, 40
STATE OF CALIFORNIA	
COUNTY OF SAN DIEGO	
On this /6 day of	<u>Sept</u> , 19 <u>98</u> ,
m 11 g 07	
Ruth C. Odom	, personally appeared before me,
<b>A</b>	
who is personally known to me	
whose identity I proved on the basis of	
(Notary Public Signature)	
(Hours I note Signature)	CA ACK PHACHED
Shanile - C	
(Notary's Printed Name)	<del></del>
	6 ~
Seal My Commission E	Expires: 8 283.000

# STATE OF CALIFORNIA COUNTY OF SAN DIEGO On Sept 16, 1998, before me, MANLEWA C. GomEZ, NOTANY Public personally appeared Roth C poom personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity (ies), and that by his/her/their signature(s) on the instrument the person(s) or the entity upon behalf of which the person(s) acted, executed the instrument. WITNESS my hand and official seal. Signature Month Cong Title of Document ARIDAUITOCAPITAL CONTRIBUTION & FOR FOREIGN LIMITED PARTHERSHIP Date of Document 9-16-98 No. of Pages 1+CA Act Other signatures not acknowledged

CALIFORNIA ALL-PURPOSE ACKNOWLEDGEMENT