



Florida Department of State, Sandra B. Mortham, Secretary of State

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

1. GPA-Buffer, 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.")

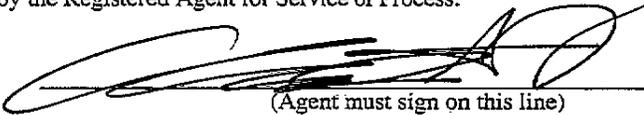
3. Tennessee 4. July 23, 1998  
(State of Formation) (Date of Formation)

5. Albert E. Dotson, Jr.  
(Name of Registered Agent for Service of Process)

6. 2500 First Union Financial Center  
(Street Address of Registered Office)

Miami, Florida 33131  
(City) (Zip Code)

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

  
(Agent must sign on this line)

8. 50 North Front Street, Suite 1300

Memphis, Tennessee 38103  
(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS STREET ADDRESS

33rd Street Buffer, Inc. 3526 Spottswood Avenue  
Memphis, Tennessee 38111

10. 3526 Spottswood Avenue, Memphis, Tennessee 38111  
(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of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 DEC -3 AM 11:54

FILED

12. 3526 Spottswood Avenue

Memphis, Tennessee 38111

(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.

This 30th day of July, 19 98

By: GPA-Buffer, L.P.  
33rd STREET BUFFER, INC., the General Partner

By: Jerald H. Sklar  
Jerald H. Sklar, Secretary

STATE OF TENNESSEE

COUNTY OF SHELBY

On this 30th day of July, 19 98

Jerald H. Sklar, Secretary of 33rd Street Buffer, Inc. personally appeared before me,

who is personally known to me

whose identity I proved on the basis of \_\_\_\_\_

Joel B. Sklar  
(Notary Public Signature)

Joel B. Sklar  
(Notary's Printed Name)

Seal

My Commission Expires: \_\_\_\_\_

MY COMMISSION EXPIRES

DECEMBER 16, 2000

### AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Jerald H. Sklar, the secretary of the  
Xgeneral partner of GPA-Buffer, L.P., 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.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purpose of transacting business in Florida is \$ 1,000.

*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.*

This 30th day of July, 19 98

GPA-BUFFER, L.P.  
By: 33rd STREET BUFFER, INC., the General Partner  
By: Jerald H. Sklar  
Jerald H. Sklar, ~~General Partner~~ Secretary

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98 DEC -30 AM 11:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF TENNESSEE  
COUNTY OF SHELBY

On this 30th day of July, 19 98

Jerald H. Sklar, Secretary of 33rd Street Buffer, Inc., personally appeared before me,

- who is personally known to me
- whose identity I proved on the basis of \_\_\_\_\_

Joel B. Sklar  
(Notary Public Signature)

Joel B. Sklar  
(Notary's Printed Name)

Seal

My Commission Expires:

MY COMMISSION EXPIRES  
DECEMBER 16, 2000

Fax Audit No. H98-15720

**Secretary of State**

**Corporations Section**

**James K. Polk Building, Suite 1800**

**Nashville, Tennessee 37243-0306**

ISSUANCE DATE: 08/20/1998  
REQUEST NUMBER: 98232135  
TELEPHONE CONTACT: (615) 741-6488

FILE/REGISTRATION DATE: 07/23/1998  
STATUS: ACTIVE  
CONTROL NUMBER: 0354623  
JURISDICTION: TENNESSEE

TO:  
CAPITAL FILING SERVICE, INC.  
7051 HIGHWAY 70 SO.  
NO. 333  
NASHVILLE, TN 37221

REQUESTED BY:  
CAPITAL FILING SERVICE, INC.  
7051 HIGHWAY 70 SO.  
NO. 333  
NASHVILLE, TN 37221

**CERTIFICATE OF EXISTENCE**

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT

"GPA-BUFFER, L.P."

IS A LIMITED PARTNERSHIP DULY CREATED UNDER THE LAW OF THIS STATE, WHOSE  
CERTIFICATE OF LIMITED PARTNERSHIP WAS FILED WITH THIS OFFICE ON THE DATE GIVEN  
ABOVE, AND THAT A CERTIFICATE OF CANCELLATION OF LIMITED PARTNERSHIP HAS NOT  
BEEN FILED.

FOR: REQUEST FOR CERTIFICATE

ON DATE: 08/20/98

FROM:  
CAPITAL FILING SERVICE, INC.  
7051 HWY 70 S  
#333  
NASHVILLE, TN 37221-0000

RECEIVED:            FEES  
                         \$160.00            \$0.00  
TOTAL PAYMENT RECEIVED:            \$160.00

RECEIPT NUMBER: 00002353189  
ACCOUNT NUMBER: 00101230



*Riley C Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE

Fax Audit No. H98-15720