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C T Corporation System
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Tallahassee, FL 32301
City State Zip Phone

CORPORATION(S) NAME

600002787826 -- 7
-02/25/99--01001--010
***1793.75 ***1793.75

Clearwater Brookgreen Limited Partnership

99 FEB 25 PM 4:09

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DIVISION OF CORPORATIONS

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THANKS

Connie

TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE

99 FEB 25 PM 3:04

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

1. CLEARWATER BROOKGREEN LIMITED PARTNERSHIP
(Name of limited partnership as it is in the home state)

2. CLEARWATER PARK TRACE 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. Georgia 4. February 24, 1999
(State of Formation) (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**
(Agent must sign on this line) **SPECIAL ASSISTANT SECRETARY**

8. 5600 Roswell Road, Suite 266, Prado North

Atlanta, Georgia 30342

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

9. NAMES OF GENERAL PARTNERS

STREET ADDRESS

Brookgreen Members, Inc. 5600 Roswell Road, Suite 266

999-10885 Atlanta, Georgia 30328-4662

10. 5600 Roswell Road, Suite 266, Prado North
(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of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.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

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DIVISION OF CORPORATIONS
99 FEB 25 PM 4:09

12. 5600 Roswell Road, Suite 266, Prado North

Atlanta, Georgia 30342

(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 23rd day of February, 19 99

Brookgreen Members, Inc.

By: J. Stephen Vasen
J. Stephen Vasen General Partner

STATE OF GEORGIA

COUNTY OF FULTON

On this 23rd day of February, 1999

J. Stephen Vasen personally appeared before me

who is personally known to me

whose identity I proved on the basis of

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 25 PM 4: 09

Betty Allen
(Notary Public Signature)

Betty Allen
(Notary's Printed Name)



My Commission Expires: 9/24/01

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared J. Stephen Vasen, president of Brookgreen Members, Inc.
a general partner of Clearwater Brookgreen Limited Partnership, a (an) Georgia
limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

- 1. The amount of capital contributions of the limited partners is \$ 2,083,200.
- 2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 2,083,200.

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 23rd day of February, 19 99.

BROOKGREEN MEMBERS, INC.
By: [Signature]
J. Stephen Vasen General Partner

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 25 PM 4:10

STATE OF GEORGIA
COUNTY OF FULTON

On this _____ day of February, 19 99.

J. Stephen Vasen, personally appeared before me,

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

[Signature]
(Notary Public Signature)

Betty Allen
(Notary's Printed Name)



My Commission Expires: 9/24/01

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED PARTNERSHIP

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a general partner of Clearwater Brookgreen Limited Partnership, a(an) Georgia
limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

- 1. The amount of capital contributions of the limited partners is \$ 2,083,200.00
- 2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 2,083,200.00

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.

This 23rd day of February, 19 99.

BROOKGREEN MEMBERS, INC

By:

J. Stephen Vasen
General Partner

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DIVISION OF CORPORATIONS
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STATE OF GEORGIA

COUNTY OF FULTON

On this _____ day of February, 19 99.

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who is personally known to me

whose identity I proved on the basis of _____

Betty Allen
(Notary Public Signature)

Betty Allen
(Notary's Printed Name)



My Commission Expires: 9/24/01

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : K90550441
CONTROL NUMBER : K908213
DATE INC/AUTH/FILED: 02/24/1999
JURISDICTION : GEORGIA
PRINT DATE : 02/24/1999
FORM NUMBER : 211

HUNTON & WILLIAMS
MARIE J. WOOLDRIDGE
600 PEACHTREE ST., STE. 4100
ATLANTA, GA 303082216

CERTIFICATE OF EXISTENCE

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

CLEARWATER BROOKGREEN LIMITED PARTNERSHIP
A DOMESTIC LIMITED PARTNERSHIP

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



A handwritten signature in black ink, appearing to read "Cathy Cox".

Cathy Cox
Secretary of State