

B99000000137

ACCOUNT FILING COVER SHEET

ACCOUNT NUMBER: FCH000000005

REFERENCE: 2014837
(Sub Account)

DATE: 3-23

REQUESTOR NAME: LEXIS

ADDRESS: _____

TELEPHONE: (____) (____ - ____) ext (____)

CONTACT NAME: _____

CORPORATION NAME: PACES TARPON Springs Associates L.P.

DOCUMENT NUMBER: _____
(if applicable)

AUTHORIZATION: C. Woodyard (4)

CERTIFIED COPY (1-9)
 CERTIFICATE OF STATUS (1-9)
 PLAIN STAMPED COPY

CERTIFIED COPY (1-9)
CERTIFICATE OF STATUS (1-9)
PLAIN STAMPED COPY

1846.25

900002815999--5

Call When Ready
 Walk In
 Mail Out

Call if Problem
 Will Wait

After 4:30
 Pick Up

FILED IN STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
99 MAR 23 PM 4:05

DIVISION OF CORPORATION
99 MAR 23 PM 2:37

B/K

File 2nd

RECORDED

3/23/99

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

FILED STATE
SECRETARY OF CORPORATIONS
MAR 23 PM 4:05

1. PACES TARPON SPRINGS ASSOCIATES 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.")

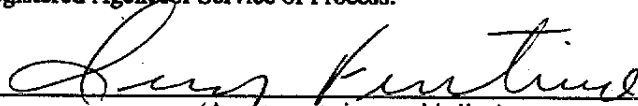
3. IL (State of Formation) 4. March, 1999 (Date of Formation)

5. Lexis Document Services Inc.
(Name of Registered Agent for Service of Process)

6. 3953 WW Kelley Road
(Street Address of Registered Office)

Tallahassee, Florida 32301
(City) (Zip Code)

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


(Agent must sign on this line)

8. 100 North LaSalle Street, Suite 910, Chicago, IL 60602

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

9. NAMES OF GENERAL PARTNERS

STREET ADDRESS

Blackhawk Paces Tarpon Springs L.P.,
an Illinois limited partnership

100 North LaSalle Street, Suite 910
Chicago, IL 60602

10. 100 North LaSalle Street, Suite 910, Chicago, IL 60602
(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

12. 100 North LaSalle Street, Suite 910, Chicago, IL 60602

(Mailing Address of Limited Partnership)

Under penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents hereof and that the facts stated herein are true and correct.

Signed this 12th day of March, 19 99

General Partner ***

STATE OF ILLINOIS

COUNTY OF COOK

Sole General Partner:
Blackhawk Paces Tarpon Springs L.P., an
Illinois limited partnership
By: Blackhawk Paces Tarpon Springs, Inc.,
an Illinois corporation

By: [Signature]
Gary S. Richman, President

On this 12th day of MARCH, 19 99

GARY S. RICHMAN personally appeared before me,

who is personally known to me

whose identity I proved on the basis of _____

[Signature]

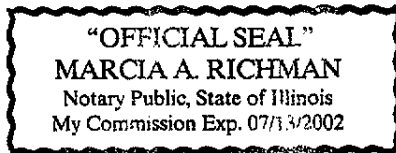
(Notary Public Signature)

MARCIA A. RICHMAN

(Notary's Printed Name)

Seal

My Commission Expires: _____



RECORDED & FILED
NOTARY PUBLIC STATE OF ILLINOIS
99 MAR 23 PM 4:05

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED PARTNERSHIP

99 MAR 28 PM 1:05
NOTARY PUBLIC
STATE OF ILLINOIS
CORPORATIONS

BEFORE ME the undersigned personally appeared Blackhawk Paces Tarpon Springs L.P., an Illinois limited partnership
a general partner of Paces Tarpon Springs Associates L.P., a (an) Illinois
limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

- 1. The amount of capital contributions of the limited partners is \$ 400,000.
- 2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 400,000.

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.

Signed this 12 day of March, 19 99

Sole General Partner:
Blackhawk Paces Tarpon Springs L.P., an Illinois limited partnership
by: Blackhawk Paces Tarpon Springs, Inc., an Illinois corporation
By: [Signature]
Gary S. Richman, President
General Partner

STATE OF ILLINOIS

COUNTY OF COOK

On this 12th day of MARCH, 19 99

GARY S. RICHMAN, personally appeared before me,

who is personally known to me

whose identity I proved on the basis of _____

[Signature]
(Notary Public Signature)

MARCIA A. RICHMAN
(Notary's Printed Name)

Seal

"OFFICIAL SEAL" My Commission Expires:
MARCIA A. RICHMAN
Notary Public, State of Illinois
My Commission Exp. 07/13/2002