

Withrow, McQuade & Olsen, LLP
ATTORNEYS AT LAW
B99 000000258

June 21, 1999

VIA FEDERAL EXPRESS

Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: *Application by Foreign Limited Partnership for Authorization to Transact Business in Florida*

Dear Sir or Madam:

Please find enclosed the following documents necessary to authorize Two Ninety Associates, L.P., a Georgia limited partnership (the "Limited Partnership"), to transact business in Florida:

1. Application by Foreign Limited Partnership for Authorization to Transact Business in Florida;
2. Affidavit of Capital Contributions for a Foreign Limited Partnership; and
3. Check in the amount of \$915.25 for the filing fee, designation of registered agent, certified copy and certificate under seal.

On even date herewith, the general partner of the Limited Partnership, Strategic Land, Inc., a Georgia corporation, has filed an Application by Foreign Corporation for Authorization to Transact Business in Florida.

Please process the enclosed and return to me a letter of acknowledgment as well as a certificate under seal and certified copy of the application at the address listed below. If you have any questions, please do not hesitate to contact the undersigned.

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-06/22/99--01049--023
***915.25 ***915.25

Sincerely,

Sarah E. Ratliff
Sarah E. Ratliff
Paralegal

Enclosure

cc: Mr. Christopher D. Hardy (w/ encl.)
Scott C. Withrow, Esq. (w/ encl.)

B99-258

Name	_____
Availability	_____
Document	_____
Examiner	_____
Interpreter	_____
Translator	_____
Verifier	_____
Acknowledgement	_____
W. Verifier	_____

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

1. Two Ninety Associates, L.P.
(Name of limited partnership as it is in the home state)

2. Two Ninety Associates, L.P.
(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. 5/26/92
(State of Formation) (Date of Formation)

5. Corporation Service Company
(Name of Registered Agent for Service of Process)

6. 1201 Hays Street
(Street Address of Registered Office)

Tallahassee, Florida 32301
(City) (Zip Code)

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

Deborah D. Skipper Deborah D. Skipper, as agent
(Agent must sign on this line)

8. 600 West Peachtree Street, Suite 1850
Atlanta, Georgia 30308
(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS STREET ADDRESS

Strategic Land, Inc. 600 W. Peachtree St., Ste. 1850
Atlanta, Georgia 30308

10. 600 West Peachtree Street, Suite 1850, Atlanta, Georgia 30308
(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. 600 West Peachtree Street, Suite 1850

Atlanta, Georgia 30308

(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 June, 19 99

A. Boyd Simpson
General Partner

STATE OF GEORGIA

COUNTY OF FULTON

On this 16TH day of June, 19 99

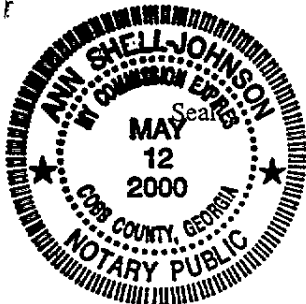
A. Boyd Simpson, President of General Partner personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____

Ann Shell Johnson
(Notary Public Signature)

ANN SHELL-JOHNSON
(Notary's Printed Name)



My Commission Expires: 6/12/00

FILED
99 JUN 22 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared A. Boyd Simpson, Pres. of Strategic Land, Inc.
a general partner of Two Ninety Associates, L.P., 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 \$117,000.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$117,000.

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 16TH day of June, 19 99.



General Partner

STATE OF GEORGIA

COUNTY OF FULTON


On this 16TH day of June, 19 99

FILED
99 JUN 22 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. Boyd Simpson, President of General Partner, personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____



(Notary Public Signature)



Ann Shell Johnson
(Notary's Printed Name)

My Commission Expires:

5/12/2000