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Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

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-10/15/99--01038--016
***1785.00 ***1785.00

CORPORATION(S) NAME

Stempler Resources, LP

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input checked="" type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:00 PM
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

99 OCT 15 AM 11:27
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED

Name **MJH**
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
Acknowledgement _____
W.P. Verifier _____

10/15/99

FILE SECOND

99 OCT 15 PM 1:20

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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

1. STEMBLER RESOURCES, LP
(Name of limited partnership as it is in the home state)

2. STEMBLER RESOURCES, LTD.
(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. May 21, 1999
(State of Formation) (Date of Formation)

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

6. 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:

Dale W. Morris **DALE W. MORRIS**
(Agent must sign on this line) **ASSISTANT SECRETARY**

8. 2999 Piedmont Road, Second Floor, Atlanta, GA 30305

Attention: William J. Stembler
(Address of registered office in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS

STREET ADDRESS

Stembler Management Company, LLC 2999 Piedmont Road, Second Floor
Atlanta, GA 30305
Attention: John H. Stembler

10. 2999 Piedmont Road, Second Floor, Atlanta, Georgia, Attn: William J. Stembler
(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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SECRETARY OF STATE
DIVISION OF CORPORATIONS

12. .2999 Piedmont Road, Second Floor

Atlanta, GA 30305, Attn: William J. Stembler

(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 4th day of October, 19 99
STEMBLER MANAGEMENT COMPANY, LLC, a Georgia Limited Liability Company

By: [Signature], John H. Stembler, Member
General Partner

STATE OF GEORGIA

COUNTY OF Gwinnett

On this 4th day of October, 19 99

JOHN H. STEMBLER

personally appeared before me,

who is personally known to me

whose identity I proved on the basis of _____

[Signature]
(Notary Public Signature)

Anne Palmer Moore
(Notary's Printed Name)

Notary Public, Gwinnett County, Georgia
My Commission Expires November 13, 1999

Seal

My Commission Expires: _____

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

John H. Stembler, a member of Stembler Management
BEFORE ME the undersigned personally appeared Company, LLC
a general partner of Stembler Resources, LP, 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 \$ 54,527,900
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$873,000.

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 4th day of October, 19 99.

STEMBLER MANAGEMENT COMPANY, LLC

By: John H. Stembler
General Partner
JOHN H. STEMBLER, Member

STATE OF GEORGIA

COUNTY OF Gwinnett

On this 4th day of October, 19 99,

JOHN H. STEMBLER, personally appeared before me,

who is personally known to me

whose identity I proved on the basis of _____

Anne Palmer Moore
(Notary Public Signature)

Anne Palmer Moore
(Notary's Printed Name)

Seal

My Commission Expires:

Notary Public, Gwinnett County, Georgia
My Commission Expires November 13, 1999