

CT CORPORATION SYSTEM

F01000005578

CORPORATION(S) NAME

(1) BVT Real Estate Development, Inc.

(2) BVT Real Estate Development, Inc.

(3) Clay-Fry Properties, Inc.

(4) Clay-Fry Properties, Inc.

800004654079--6
-10/26/01--01001--004
*****8.75 *****8.75

800004654079--6
10/26/01 01001--003
*****70.00 *****70.00

- | | | |
|--|---|---|
| <input checked="" 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 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 checked="" type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

FILED
 01 OCT 25 PM 5:08
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

BK

Name _____
 Availability _____
 Document _____
 Examiner _____
 Updater _____
 Verifier _____
 W.P. Verifier _____

10/25/01

File 2nd

Order#: 4871914

Ref#: _____

DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

RECEIVED
 01 OCT 25 PM 3:42

660 East Jefferson Street
 Tallahassee, FL 32301
 Tel. 850 222 1092
 Fax 850 222 7615

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. Clay-Fry Properties, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Georgia 3. 62-1204815
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. June 14, 2001 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. June 14, 2001
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification."
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 3350 Riverwood Parkway, Suite 1500
(Principal office address)
- Atlanta, GA 30318
(Current mailing address)
8. real estate development
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
- Name: CT Corporation System
- Office Address: 1200 South Pine Island Road
Plantation, Florida 33324
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Mary R. Adams
(Registered agent's signature)

MARY R. ADAMS
ASSISTANT SECRETARY

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Harald von Scharfenberg
Address: Leopoldstrasse 7, D-80202
Munich, Germany

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Frank Pridgen, Jr.

Address: 3350 Riverwood Parkway, Suite 1500
Atlanta, GA 30318

Vice President: Melanie A. Bunting

Address: 3350 Riverwood Parkway, Suite 1500
Atlanta, GA 30318

Secretary: Melanie A. Bunting

Address: 3350 Riverwood Parkway, Suite 1500, Atlanta, GA 30318

Treasurer: Melanie A. Bunting

Address: 3350 Riverwood Parkway, Suite 1500, Atlanta, GA 30318

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Melanie A. Bunting
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Melanie A. Bunting Vice President
(Typed or printed name and capacity of person signing application)

01 OCT 25 PM 5:08
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

CONTROL NUMBER : 0127476
DATE INC/AUTH/FILED: 06/14/2001
JURISDICTION : GEORGIA
PRINT DATE : 10/24/2001
FORM NUMBER : 211

CT CORPORATION SYSTEM
CINDY LAM
1201 PEACHTREE STREET, N.E.
ATLANTA, GA 30361

FILED
01 OCT 25 PM 5:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 as of the above print date

CLAY-FRY PROPERTIES, INC.
A GEORGIA PROFIT CORPORATION

is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated.

Said entity was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date 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 print date above. 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 information is electronically transmitted, issued and certified in accordance with the Georgia Electronic Records and Signatures Act and 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.

20011024184808033



Cathy Cox

Cathy Cox
Secretary of State