

F 94000005256

LAW OFFICES OF
ROBERTS, ISAF & SUMMERS
A PROFESSIONAL CORPORATION

SUITE 1100
500 NORTHPARK TOWN CENTER
1100 ABERNATHY ROAD, N.E.
ATLANTA, GEORGIA 30328

FACSIMILE
770-393-1741

TELEPHONE
770-551-9800

February 11, 1999

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Via Federal Express

100002775381--2
-02/15/99-01086--013
*****43.00 *****43.00

RE: Filing of Application by Foreign Corporation to File Amendment to Application for Authorization to Transact Business in Florida of RJP Realty Corp., a Georgia corporation

Dear Madam/Sir:

Please find enclosed the following documents for filing on behalf of RJP Realty Corp., a Georgia corporation (the "Company"):


1. One (1) original and one (1) copy of the Application by Foreign Corporation to File Amendment to Application for Authorization to Transact Business in Florida;
2. A law firm check in the amount of \$43.00 for processing, payable to the Secretary of State for the filing fee and for the certified copy of the certificate.

Please file the Application, and return a file stamped copy the receipt to the undersigned at the above address.

If you should have any questions about any of the foregoing, please do not hesitate to contact me.

Very truly yours,

ROBERTS, ISAF & SUMMERS


John T. Grieb
JTG/taj
Enclosures

FILED
99 MAR -3 PM 12:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TLU MAR 4 1999

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March 2, 1999

Florida Department of State
409 East Gaines St.
Tallahassee, FL 32399
Attn: Thelma Lewis
Corporate Specialist Supervisor

Re: RJP REALTY CORP
Ref. Number: F94000005256

Dear Ms. Lewis:

Enclosed please find an original, duly authenticated certificate from the State of Georgia evidencing the amendment for RJP Realty Corp. We have also completed Section II(4) on the application.

Please send the Amendment for Authorization to Transact Business in Florida back to us in the enclosed Federal Express envelope at our expense.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

ROBERTS, ISAF & SUMMERS

Teresa A. Jones
Secretary

Enclosure



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 18, 1999

JOHN T. GRIEB, ESQ.
LAW OFFICES ROBERTS, ISAF & SUMMERS
SUITE 1100, 1100 ABERNATHY ROAD, N.E.
ATLANTA, GA 30328

SUBJECT: RJP REALTY CORP.
Ref. Number: F94000005256

We have received your document for RJP REALTY CORP. and check(s) totaling \$43.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Please complete SECTION II (4) on the application.

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 199A00007340

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

SECTION I (1-3 must be completed)

1. RJP Realty Corp.
Name of corporation as it appears within the records of the Department of State
2. Incorporated under laws of: Georgia
3. Date authorized to do business in Florida: October 10, 1994

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

July 9, 1998

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

SHLP Realty Corp.

6. If the amendment changes the period of duration, indicate new period of duration.

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

Alan G. Lee

Signature
Name and Title

Alan G. Lee,
Secretary

February 4, 1999

Date

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

DOCKET NUMBER : K90610590
CONTROL NUMBER : K000938
DATE INC/AUTH/FILED: 01/19/1990
JURISDICTION : GEORGIA
PRINT DATE : 03/02/1999
FORM NUMBER : 215

ROBERTS, ISAF AND SUMMERS
TERESA A JONES
1100 ABERNATHY RD, NE, STE 1100
ATLANTA, GA 30328

CERTIFIED COPY

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the attached documents are true and correct copies of documents filed under the name of

SHLP REALTY CORP.
A DOMESTIC PROFIT CORPORATION

Said entity was formed in the jurisdiction set forth above and has filed in the Office of Secretary of State on the date set forth above its certificate of limited partnership, articles of incorporation, articles of association, articles of organization or application for certificate of authority to transact business in Georgia.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.



Cathy Cox

Cathy Cox
Secretary of State

Secretary of State

Business Services and Regulation

Suite 306, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334

CHARTER NUMBER : 9000938 DP
COUNTY : FULTON
DATE INCORPORATED : 01/19/90
EXAMINER : PAM NEAL
TELEPHONE : 404-656-2811

REQUESTED BY:

NICHOLAS S. GIBSON
1100 ABERNATHY RD. STE. 1100
500 NORTHPARK TOWN CENTER
ATLANTA, GA 30328

CERTIFICATE OF INCORPORATION

I, MAX CLELAND, Secretary of State and the Corporations Commissioner of the State of Georgia do hereby certify, under the seal of my office, that

"RJP REALTY CORP."

has been duly incorporated under the laws of the State of Georgia on the date set forth above, by the filing of articles of incorporation in the office of the Secretary of State and the fees therefor paid, as provided by law, and that attached hereto is a true copy of said articles of incorporation.

WITNESS, my hand and official seal, in the City of Atlanta and the State of Georgia on the date set forth below.

DATE: JANUARY 19, 1990

FORM A1 (JULY 1989)



MAX CLELAND
SECRETARY OF STATE

H. WAYNE HOWELL
DEPUTY SECRETARY OF STATE

SECURITIES
656-2894

CEMETERIES
656-3079

CORPORATIONS
656-2817

CORPORATIONS HOT-LINE
404-656-2222

ARTICLES OF INCORPORATION OF
RJP REALTY CORP.

I.

The name of the Corporation is RJP Realty Corp.

II.

The total number of shares of all classes of stock which the Corporation has authority to issue is one thousand (1,000) shares of stock.

III.

The initial registered office of the corporation shall be at Suite 1100, 500 Northpark Town Center, 1100 Abernathy Road, N.E., Atlanta, Georgia 30328. The initial registered agent of the corporation shall be Roberts and Isaf, a Professional Corporation.

IV.

The name and address of the incorporator is Nicholas S. Gibson, Suite 1100, 500 Northpark Town Center, 1100 Abernathy Road, N.E., Atlanta, Fulton County, Georgia 30328.

V.

The mailing address of the initial principal office of the Corporation is Suite 122, 6085 Barfield Road, Atlanta, Georgia 30328.

VI.

(a) A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of duty of care or other duty as a director, provided that this Article VI shall not eliminate or limit the liability of a director: (i) for any appropriation, in violation of his duties, of any business opportunity of the Corporation; (ii) for acts or omissions which involve intentional misconduct or a knowing violation of law; (iii) for the types of liability set forth in Section 14-2-831 of the Georgia Business Corporation Code; or (iv) for any transaction from which the director received an improper personal benefit. If the Georgia Business Corporation Code is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Georgia Business Corporation Code, as so amended.

(b) Any repeal or modification of the foregoing Section (a) by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

VII.

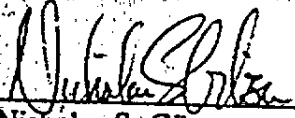
Each person who is or was a director or officer of the Corporation, and each person who is or was a director or officer of the Corporation who at the request of the Corporation is serving or has served as an officer, director, partner, joint venturer or trustee of another corporation, partnership, joint venturer, trust or other enterprise shall be indemnified by the Corporation against those expenses (including attorneys' fees), judgments, fines and amounts paid in settlement which are allowed to be paid or reimbursed by the Corporation under the laws of the State of Georgia and which are actually and reasonably incurred in connection with any action, suit, or proceeding, pending or threatened, whether civil, criminal, administrative or investigative, in which such person may be involved by reason of his being or having been a director or officer of this Corporation or of such other enterprises. Such indemnification shall be made only in accordance with the laws of the State of Georgia and subject to the conditions prescribed therein.

In any instance where the laws of the State of Georgia permit indemnification to be provided to persons who are or have been an officer or director of the Corporation or who are or have been an officer, director, partner, joint venturer or trustee of any such other enterprise only on a determination that certain specified standards of conduct have been met, upon application for indemnification by any such person the Corporation shall promptly cause such determination to be made (i) by the Board of Directors by majority vote of a quorum consisting of directors not at the time parties to the proceeding; (ii) if a quorum cannot be obtained by majority vote of a committee duly designated by the Board of Directors (in which designation directors who are parties may participate), consisting solely of two or more directors not at the time parties to the proceeding; (iii) by special legal counsel selected by the Board of Directors or its committee in the manner prescribed in (i) or (ii), or if a quorum of the Board of Directors cannot be obtained (i), and a committee cannot be designated under (ii), selected by majority vote of the full Board of Directors (in which selection directors who are parties may participate); or (iv) by the shareholders, but shares owned by or voted under the control of directors who are at the time parties to the proceeding may not be voted on the determination.

As condition to any such right of indemnification, the Corporation may require that it be permitted to participate in the defense of any such action or proceeding through legal counsel designated by the Corporation and at the expense of the Corporation.

The Corporation may purchase and maintain insurance on behalf of any such persons whether or not the Corporation would have the power to indemnify such officers and directors against any liability under the laws of the State of Georgia. If any expenses or other amounts are paid by way of indemnification, other than by court order, action by shareholders or by an insurance carrier, the Corporation shall provide notice of such payment to the shareholders in accordance with the provisions of the laws of the State of Georgia.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation as of this 19th day of January, 1990.


Nicholas S. Gibson
Incorporator

SECRETARY OF STATE

JAN 19 1 11 PM '90



MAX CLELAND
Secretary of State
State of Georgia

BUSINESS SERVICES AND REGULATION

Suite 315, West Tower
2 Martin Luther King Jr., Drive
Atlanta, Georgia 30334
(404) 656-2817

A100

Eff. 7/1/89
J. F. GULLION
Director

ARTICLES OF INCORPORATION DATA ENTRY FORM
FOR GEORGIA CORPORATIONS

I.	Filing Date: <u>1-19-90</u>	Code: <u>DP</u>	Docket Number: <u>890019351, 358</u>
	Assigned Exam: <u>9000938</u>	Amount: \$	By: <u>45</u>
	Charter Number: <u>9000938</u>	Completed: <u>45</u>	

DO NOT WRITE ABOVE THIS LINE - SOS USE ONLY

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE THE REMAINDER OF THIS FORM.

II.	Corporate Name:	<u>RJP Realty Corp.</u>		
	Mailing Address:	<u>Suite 122, 6085 Barfield Road</u>		
	City:	County:	State:	Zip Code:
	<u>Atlanta</u>	<u>Fulton</u>	<u>Georgia</u>	<u>30328</u>
III.	Fees Submitted By:	<u>Roberts and Isaf</u>		
	Amount Enclosed: \$	Check Number:		
	<u>60.00</u>	<u>6365</u>		
IV.	Incorporator:	<u>Nicholas S. Gibson</u>		
	Address:	<u>Suite 1100, 1100 Abernathy Road, 500 Northpark Town Center</u>		
	City:	State:	Zip Code:	
	<u>Atlanta</u>	<u>Georgia</u>	<u>30328</u>	
	Incorporator:			
	Address:			
	City:	State:	Zip Code:	
V.	Registered Agent/Office:	<u>Roberts and Isaf, P.C.</u>		
	Address:	<u>Suite 1100, 1100 Abernathy Road, 500 Northpark Town Center</u>		
	City:	County:	State:	Zip Code:
	<u>Atlanta</u>	<u>Fulton</u>	<u>Georgia</u>	<u>30328</u>
VI.	ARTICLES OF INCORPORATION FILING CHECK-OFF LIST		Applicant	Examiner
	1. Original and one conformed copy of Articles of Incorporation			
	2. Corporate name verification number			
	3. Authorized shares stated			
	4. Incorporator's signature			
	5. Post effective date, if applicable			
	6. Number of pages attached:			
VII.	Applicant/Attorney:	Telephone:		
	<u>Nicholas S. Gibson</u>	<u>404-551-9800</u>		
	Address:	<u>Suite 1100, 1100 Abernathy Road, 500 Northpark Town Center</u>		
	City:	State:	Zip Code:	
	<u>Atlanta</u>	<u>Georgia</u>	<u>30328</u>	

NOTICE: Attach original and one copy of the Articles of Incorporation and the Secretary of State filing fee (\$60.00). Mail or deliver to the above address. This form does not replace the Articles of Incorporation.

I understand that the information on this form will be used by the Secretary of State Corporate database. I certify that a notice of intent to incorporate and a publishing fee of \$40.00 has been mailed or delivered to an authorized newspaper, as required by law.

Signed: Nicholas S. Gibson Date: January 19, 1990

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

DOCKET NUMBER : 981900414
CONTROL NUMBER: 9000938
EFFECTIVE DATE: 07/09/1998
REFERENCE : 0045
PRINT DATE : 07/10/1998
FORM NUMBER : 611

JOHN T. GRIEB
ROBERTS, ISAF & SUMMERS
1100 ABERNATHY RD., STE. 1100
ATLANTA, GA 30328

CERTIFICATE OF NAME CHANGE AMENDMENT

I, Lewis A. Massey, the Secretary of State and the Corporation Commissioner of the State of Georgia, do hereby certify under the seal of my office that

RJP REALTY CORP.
A DOMESTIC PROFIT CORPORATION

has filed articles of amendment in the office of the Secretary of State changing its name to

SHLP REALTY CORP.

and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles of amendment.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



Lewis A. Massey

Lewis A. Massey
Secretary of State

981900414

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
RJP REALTY CORP.

I.

The name of the corporation is RJP REALTY CORP.

II.

Effective June 1, 1998, Article I of the Articles of Incorporation of RJP REALTY CORP. is amended to read as follows:

"1. The name of the corporation (hereinafter called the "Corporation") is SHLP REALTY CORP."

All other provisions of the Articles of Incorporation shall remain in full force and effect.

III.

This amendment was duly approved by the Board of Directors of the Corporation without shareholder approval in accordance with the provisions of Section 14-2-1002 of the Georgia Business Corporation Code and was adopted on June 1, 1998. Shareholder approval was not required for the adoption of this amendment.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed and attested by its duly authorized officers this 15th day of June, 1998.

ATTEST:

SHLP REALTY CORP.

By Alan G. Lee
Alan G. Lee, Secretary

By J. Robert Love
J. Robert Love, President

[CORPORATE SEAL]

CERTIFICATE REGARDING
REQUEST FOR PUBLICATION
OF NOTICE OF CHANGE OF CORPORATE NAME

The undersigned, J. Robert Love, the President of RJP Realty Corp. (the "Corporation"), a Georgia corporation, does hereby verify that a request for publication of a notice of intent to file articles of amendment to change the name of the Corporation and payment therefor has been made as required by Section 14-2-1006.1(b) of the Official Code of Georgia Annotated.

IN WITNESS WHEREOF, the undersigned does hereby set his hand and corporate seal this
1st day of June, 1998.

RJP REALTY CORP.

By: 

J. Robert Love, President

[CORPORATE SEAL]