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MORRIS, MANNING & MARTIN

ATTORNEYS AT LAW

1600 ATLANTA FINANCIAL CENTER
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ATLANTA, GEORGIA 30326-1044

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MEMBER,
COMMERCIAL LAW ASSOCIATES
WITH INDEPENDENT FIRMS
IN PRINCIPAL CITIES WORLDWIDE

March 1, 1995

VIA FEDERAL EXPRESS

Secretary of State of Florida
409 East Gaines Street
Tallahassee, FL 32399

Re: Namni Properties, Inc. and Harbour Town of Boca Del Mar Limited Partnership

Dear Sir or Madam:

Enclosed are documents to be filed in your office for the above-referenced entities.
Please file the documents in the following order and clock them in at least one minute apart.

The documents are as follows:

1. Application for Certificate of Authority for Namni Properties, Inc.
(duplicate originals are enclosed)
2. Amended and Restated Certificate and Agreement of Limited Partnership
of Harbour Town of Boca Del Mar, Ltd. admitting Namni Properties, Inc.
as a General Partner (an original and one copy are enclosed)
3. Amendment to the Amended and Restated Certificate and Agreement of
Limited Partnership of Harbour Town of Boca Del Mar, Ltd. withdrawing Harry
J. Butler, Jr. as a General Partner (an original and one copy are enclosed)

I have also enclosed the following additional materials:

Certificate of Existence for Namni Properties, Inc.

Check payable to the Secretary of State of Florida for the \$70.00
qualification fee

3/3/1995

TALLAHASSEE, FLORIDA

1995 MAR -2 PM 12:27

FILED

MORRIS, MANNING & MARTIN

March 1, 1995

Page 2

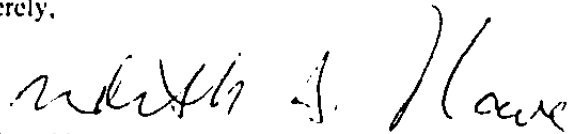
Check payable to the Secretary of State of Florida for \$52.50
to file the first amendment

Check payable to the Secretary of State of Florida for \$52.50
to file the second amendment

These documents must be filed in your office tomorrow, Thursday, March 2, 1995. If you have any questions with the documents, please call me collect at (404) 233-7000.

Please send the evidence of filing to me in the Federal Express package provided, the charges for which are billed to this firm. Thank you for handling the qualification and amendments.

Sincerely,



Judith A. Nave
Legal Assistant

JAN:jan
Enclosures

TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

SUBJECT: Namni Properties, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Judith A. Nave, Legal Asst.
(Name of Person)

Morris, Manning & Martin
(Firm/Company)

1600 Atlanta Financial Center
3343 Peachtree Road, N. E.
(Address)

Atlanta, GA 30326
(City, State and Zip Code)

Should you need to call someone concerning this matter, please call:

Judith A. Nave at (404) 233 - 7000
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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

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

1. Namni Properties, Inc. 1-1500001128
(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 358-2146774
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 12/28/94 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist, or "perpetual")
6. Upon qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. Suite 1530, 200 Galleria Parkway
Atlanta, GA 30339
(Current mailing address)
8. To engage in any and all lawful business not specifically prohibited to corporations for profit under the laws of the state of Florida
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: The Prentice-Hall Corporation System, Inc.

Office Address: 1201 Hays Street, Suite 105
Tallahassee, Florida, 32301
(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.

Charles H. Hays
(Registered agent's signature)

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 addresses of officers and/or directors

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Richard E. Inman

Address: Suite 1530, 200 Galleria Parkway

Atlanta, GA 30339

Director: _____

Address: _____

B. OFFICERS

President: Richard E. Inman

Address: Suite 1530, 200 Galleria Parkway

Atlanta, GA 30339

Vice President: _____

Address: _____

Secretary: Richard E. Inman

Address: Suite 1530, 200 Galleria Parkway


Atlanta, GA 30339

Treasurer: Richard E. Inman

Address: Suite 1530, 200 Galleria Parkway

Atlanta, GA 30339

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

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

14. Richard E. Inman, President
(Typed or printed name and capacity of person signing application)

FILED
MAR - 2 PM 12:21
TALLAHASSEE, FLORIDA

Secretary of State
Business Services and Regulation
Suite 315, West Tower
2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1330

DOCKET NUMBER : 943560416
CONTROL NUMBER : 9431686
DATE INC/AUTH/FILED: 12/28/1994
JURISDICTION : GEORGIA
PRINT DATE : 12/28/1994
FORM NUMBER : 211

MORRIS, MANNING & MARTIN
JUDITH A. NAVE
1600 ATLANTA FINANCIAL CENTER
3343 PEACHTREE ROAD, N.E.
ATLANTA, GA 30326

CERTIFICATE OF EXISTENCE

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

NAMNI PROPERTIES, INC.
a domestic profit corporation

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated 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 date issued. 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 certificate is issued pursuant to 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.



Max Cleland
MAX CLELAND
SECRETARY OF STATE

Verley J. Spivey
VERLEY J. SPIVEY
DEPUTY SECRETARY OF STATE

SECURITIES
656-2894

CEMETERIES
656-3079

CORPORATIONS
656-2817

CORPORATIONS HOTLINE
404-656-2222
Outside Metro-Atlanta