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PREMIER HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 999398 4804008

AUTHORIZATION : Patricia Pizito

COST LIMIT : \$ 70.00

ORDER DATE : June 25, 1996

ORDER TIME : 10:29 AM

ORDER NO. : 999398

CUSTOMER NO: 4804008

CUSTOMER: Lizbeth Henderson, Legal Asst
Sutherland Asbill & Brennan
999 Peachtree Street, N.e.

600001875636

Atlanta, GA 30309-3996

FOREIGN FILINGS

NAME: MANATEE POINT APARTMENTS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

FILED
STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
JUN 25 PM 3:56

File First

RECEIVED
JUN 25 PM 1:18
DIVISION OF CORPORATIONS

**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. Manatee Point Apartments, Inc.
(Name of corporation: the word "INCORPORATED," "COMPANY," or "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
(State or country under the law of which it is incorporated)
3. June 20, 1996
(Date of Incorporation)
4. perpetual
(Duration)
5. has been applied for
(Federal Employer Identification number, if applicable)
6. June 26, 1996
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 1117 Perimeter Center West, Suite E-300, Atlanta, Georgia 30338
(Current mailing address)
8. acquisition and development of real estate
(Corporate purpose and nature of business in which it is engaged in Florida)
9. Names and addresses of officers and or directors:
 - A. **Directors:**
 - Chairman: John A. Echols
Address: 1117 Perimeter Center West, Suite E-300, Atlanta, GA. 30338
 - Vice Chairman: John T. Flattery
Address: 1117 Perimeter Center West, Suite E-300
Atlanta, Georgia 30338
 - Director: Steven L. Ingram
Address: 1117 Perimeter Center West, Suite E-300
Atlanta, Georgia 30338
 - Director: _____
Address: _____

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DIVISION OF CORPORATIONS
06 JUN 25 PM 3:56

B. Officers:

President: John A. Echols

Address: 1117 Perimeter Center West, Suite E-300
Atlanta, Georgia 30338

Vice President: John T. Flattery

Address: 1117 Perimeter Center West, Suite E-300
Atlanta, Georgia 30338

Secretary: John T. Flattery

Address: 1117 Perimeter Center West, Suite E-300
Atlanta, Georgia 30338

Treasurer: John T. Flattery

Address: 1117 Perimeter Center West, Suite E-300
Atlanta, Georgia 30338

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OFFICE OF CORPORATIONS
JUN 12 1986
11:35:56

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

, Florida

32301

Zip Code

11. 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.

Registered agent's signature: Karen B. Rozar

KAREN B. ROZAR, AS AGENT

12. 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.

13. [Signature]

(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Vice Chairman

Name: John T. Flattery

(Name and capacity of person signing application)

Additional Officers of Manatee Point Apartments, Inc.

Vice President

**Steven L. Ingram
1117 Perimeter Center West, Suite E-300
Atlanta, Georgia 30338**

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56 JUN 25 PM 3:56**

Secretary of State
Business Information and Services
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 961730486
CONTROL NUMBER : 9619835
DATE INC/AUTH/FILED: 06/20/1996
JURISDICTION : GEORGIA
PRINT DATE : 06/21/1996
FORM NUMBER : 0211

SUTHERLAND, ASBILL & BRENNAN
ALFRED G. ADAMS, JR.
999 PEACHTREE ST., STE. 2300
ATLANTA, GA 30309

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CERTIFICATE OF EXISTENCE

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

**MANATEE POINT APARTMENTS, 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.



Lewis A. Massey

Lewis A. Massey
Secretary of State