

F9600006799

LAW OFFICES
SCHNEIDER, WHEELER & FLINT
THE BANK BUILDING
SIXTH FLOOR
100 PRADISE STREET, N.W.
ATLANTA, GEORGIA 30303-1105
(404) 525-3500
TELEFAX (404) 525-1040

December 18, 1996

Ms. Tammi Cline
Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

VIA FEDERAL EXPRESS

W96-26710

Re: Roosevelt Square Limited Partnership/Dewberry
Capital Corporation

200002039632--8
-12/27/96--01080--005
****131.25 ****131.25

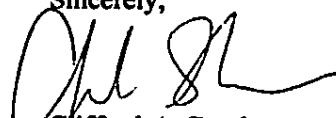
Dear Ms. Cline:

As we discussed last week, I have previously filed with you a Limited Partnership Certificate for Roosevelt Square Limited Partnership together with a check in the amount of \$157.50. You indicated that the filing was deficient since it did not indicate the mailing address for the partnership. As I indicated to you, the mailing address is the same address as the principal place of business indicated on the Certificate, i.e. 2849 Paces Ferry Road, Suite 350, Atlanta, Georgia 30339. You indicated to me that this would be sufficient for the filing.

You also indicated that we would need to have the corporate general partner, Dewberry Capital Corporation, qualified to do business in the State of Florida. I am enclosing the Transmittal Letter and the Application by Foreign Corporation for Authorization to Transact Business in Florida, together with a check in the amount of \$131.25 for the registration fee, Certificate of Status and certified copy fee. As you indicated by telephone, you will have the Foreign Corporation Qualification filed and then file the Partnership Certificate for Roosevelt Square Limited Partnership.

Please forward all certificates filed "stamped" copies directly to me. Thank you for the personal attention which you have offered and I sincerely appreciate your expedience in this matter. Please call me should you have any questions.

Sincerely,


Clifford A. Barshay

CAB/elp
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FILED
96 DEC 24 PM 3:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12-24



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

December 19, 1996

CLIFFORD A BARSHAY
127 PEACHTREE ST NE
THE CANDLER BLDG, 16TH FLR
ATLANTA, GA 30303-1845

SUBJECT: DEWBERRY CAPITAL CORPORATION
Ref. Number: W96000026710

We have received your document for DEWBERRY CAPITAL CORPORATION and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date.

A brief description of the entity's nature of business must be included in the document.

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 (904) 487-6094.

Doug Dickinson
Document Specialist

Letter Number: 696A00056723

**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. DEWHERRY CAPITAL CORPORATION

(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

(State or country under the law of which it is incorporated)

3. 58-1837082

(FEI number, if applicable)

4. March 29, 1989

(Date of incorporation)

5. Perpetual

(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,

7. 2849 Paces Ferry Road, Suite 350

Atlanta, Georgia 30339

(Current mailing address)

8. Real estate development and any other lawful purpose

(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: (P.O. Box or Mail Drop Box NOT acceptable)

Name: William J. Terry

Office Address: 101 East Kennedy Blvd., Ste. 2560

Tampa,

Florida,

33602

(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.

William J. Terry
(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.

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95 DEC 24 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12. Names and addresses of officers and/or directors: (Street address **ONLY**- P. O. Box **NOT** acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Sole Director: John K. Dewberry

Address: 2849 Paces Ferry Road, Suite 350

Atlanta, Georgia 30339

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: John K. Dewberry

Address: 2849 Paces Ferry Road, Suite 350

Atlanta, Georgia 30339

Vice President, G. Douglas Dewberry

Secretary and Treasurer

Address: 2849 Paces Ferry Road, Suite 350

Atlanta, Georgia 30339

Vice President, Secretary: Brenda K. Daniels

Address: The Candler Building, Sixteenth Floor, 127 Peachtree St., NE

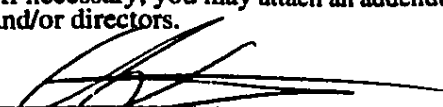
Atlanta, Georgia 30303-1845

Asst. Secretary, Treasurer: Christopher O. Carlton

Address: The Candler Building, Sixteenth Floor, 127 Peachtree St., NE

Atlanta, Georgia 30303-1845

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

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

14. Christopher O. Carlton
(Typed or printed name and capacity of person signing application)

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

DOCKET NUMBER : 963400749
CONTROL NUMBER : 8906333
DATE INC/AUTH/FILED : 03/29/1989
JURISDICTION : GEORGIA
PRINT DATE : 12/05/1996
FORM NUMBER : 0211

SCHREEDER, WHEELER & FLINT, LLP
127 PEACHTREE ST., N.E.
1600 CANDLER BUILDING
ATLANTA, GA 303031845

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 DEC 24 PM 3:10

FILED

CERTIFICATE OF EXISTENCE

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

DEWBERRY CAPITAL CORPORATION
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