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of counsel
JOHN B.WATERS, JR. \*\*

1111 Northshore Drive, NW Suite S-700 Knoxville, Tennessee 37919-4074

\*Also admitted in Arizona
\*\*Also admitted in District of Columbia

November 25, 1997

Florida Department of State Qualification/Tax Lien Section Division of Corporations P.O. Box 6327 Tallahassee, Florida 32314

100002359231--3 -12/01/97--01117--009 \*\*\*\*\*\*78.75 \*\*\*\*\*\*78.75

Re: Florida Apartment Holdings, Inc.

Dear Madam or Sir:

Enclosed please find the Application by Foreign Corporation for Authorization to Transact Business in Florida of Florida Apartment Holdings, Inc. Also enclosed please find an original certificate of existence issued by the Tennessee Secretary of State on November 17, 1997.

Please return a certified copy of the certificate of status to the undersigned via Federal Express upon completion of the registration process. Our Federal Express account number is 1058-7817-6. Our firm's check in the amount of \$78.75 is enclosed to cover both the \$70.00 registration fee and the \$8.75 fee for a certificate of status.

If you have any questions regarding the enclosed documents or any related matter, please contact me at your earliest convenience.

Sincerely,

LONG, RAGSDALE & WATERS, P.C.

Bv:

Kandyce K. Morgan

Enclosures

412/1

FILED SECRETARY OF STATE 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.	Florida Apartment Holdings, 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.	Tennessee 3. applied for	
۷.	(State or country under the law of which it is incorporated)  3. applied for (FEI number, if applicable)	
4.	November 17, 1997  (Date of Incorporation)  5. perpetual (Duration: Year corp. will cease to exist or	
	(Date of incorporation) (Diffation: Teat corp. will cease to exist of "perpetual")	
6.	No business has yet been transacted in Florida by the Corporation  (Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)	
7.	813 Northshore Drive, Suite 201	
	Knoxville, Tennessee 37919	
(Current mailing address)		
8.	to acquire a general partnership interest and act as the general partner of **  (Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida) ** on back	
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)		
	Name: Mark A. Reinsch	
	Office Address: 200 W. Forsyth St. Suite 1400	
	Jacksonville , Florida , 32202 A ZOO (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.		
	(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: (Street address ONLY- P. O. Box NOT acceptable)

A. DIREC	CTORS (Street address only-P. O . Box NOT acceptable)
Chairman:	Joseph W. Reed
Address:	813 Northshore Drive, Suite 201
	Knoxville, TN 37919
Vice Chairn	man: R. Gary Higgins
Address:	813 Northshore Drive. Suite 201
	Knoxville, TN 37919
Director: _	Richard B. Willingham
Address: _	813 Northshore Drive, Suite 201
	Knoxville, TN 37919
Director: _	Carl S. Thigpen
Address: _	8030 Greystone Green
	Birmingham, AL 35242
B. OFFIC	ERS (Street address only- P. O. Box NOT acceptable)
President:	Joseph W. Reed
Address: _	813 Northshore Drive, Suite 201
	Knoxville, TN 37919
Vice Presid	ent:
Secretary:	R. Gary Higgins
-	813 Northshore Drive, Suite 201
	Knoxville, TN 37919
Treasurer:	
Address:	
	necessary, you may attach an addendum to the application listing additional door directors.
13. <u>(Sign</u>	nature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)
` 0	
14	Joseph W. Reed, President (Typed or printed name and capacity of person signing application)

Secretary of State **Corporations Section** James K. Polk Building, Suite 1800 Nashville, Tennessee 37243-0306

ISSUANCE DATE: 11/17/1997 REQUEST NUMBER: 97321114 TELEPHONE CONTACT: (615) 741-6488

CHARTER/OUALIFICATION DATE: 11/17/1997 STATUS: ACTIVE CORPORATE EXPIRATION DATE: PERPETUAL CONTROL NUMBER: 0340624 JURISDICTION: TENNESSEE

CAPITAL FILING SERVICE INC. 7051 HWY 70 SOUTH NO 333 NASHVILLE, TN 37221

REQUESTED BY: CAPITAL FILING SERVICE INC. 7051 HWY 70 SOUTH NO 333 NASHVILLE, TN 37221

## CERTIFICATE OF EXISTENCE

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT "FLORIDA APARTMENT HOLDINGS, INC."

IS A CORPORATION DULY INCORPORATED UNDER THE LAW OF THIS STATE WITH DATE OF INCORPORATION AND DURATION AS GIVEN ABOVE; THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE EXISTENCE OF THE CORPORATION HAVE BEEN PAID; THAT ARTICLES OF DISSOLUTION HAVE NOT BEEN FILED; AND THAT ARTICLES OF TERMINATION OF CORPORATE EXISTENCE HAVE NOT BEEN FILED

FOR: REQUEST FOR CERTIFICATE

CAPITAL FILING SERVICE, INC. 7051 HWY 70 S

NASHVILLE, TN 37221-0000

ON DATE: 11/17/97

RECEIVED:

\$100.00

\$20.00

TOTAL PAYMENT RECEIVED:

\$120.00

RECEIPT NUMBER: 00002206078 ACCOUNT NUMBER: 00101230

FROM:

RILEY C. DARNELL SECRETARY OF STATE

SS-4458