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December 19, 1997

Sent via Federal Express

Attorneys' Title Insurance Fund  
Attn: Dorothy  
660 East Jefferson Street, #200  
Tallahassee, FL 32301

Please Return  
TO AAP

400002379634--1  
-12/23/97--01001--011  
\*\*\*\*122.50 \*\*\*\*122.50

Re: The Clearwater Group, Ltd., a Florida Limited Partnership/  
BBR Properties, Inc., a Georgia corporation

Dear Dorothy:

On December 16th documents were forwarded pursuant to the attached letter which documents your office is holding pending receipt of the enclosures.

Please find enclosed for filing with the Secretary of State the Certificate of Existence and Application by Foreign Corporation for Authorization to Transact Business in Florida for BBR Properties, Inc. Please deliver these documents to Buck Kohr at the Secretary of State's office who has agreed to file the Certificate and application. I would appreciate it if you would call my office as soon as it is filed and then fax and Federal Express us confirmation.

Should you have any questions, problems or if it is not filed, please contact either myself or my assistant, Thelma Conner.

Very truly yours,

R. Carlton Ward

RCW/pb  
Enclosures

cc: Russell Kasper

CF 70.  
CB2T 525

BK  
12/22/97

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97 DEC 22 PM 3:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**TRANSMITTAL LETTER**

TO: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: BBR 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:

R. Carlton Ward, Esq.

(Name of Person)

Richards, Gilkey, Fite, Slaughter, Pratesi & W

(Firm/Company)

1253 Park Street

(Address)

Clearwater, FL 34616

(City/State/Zip)

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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

R. Carlton Ward

(Name of Person)

at ( 813 ) 443-3281

(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 Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

## 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. BBR Properties, 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. Georgia  
(State or country under the law of which it is incorporated)
3. 58-2202281  
(FEI number, if applicable)
4. September 28, 1995  
(Date of Incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. December 22, 1997  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 2026 Powers Ferry Rd., Suite 250  
Atlanta, GA 30339  
(Current mailing address)
8. Own and operate commercial real estate properties  
(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: R. Carlton Ward  
Office Address: 1253 Park Street  
Clearwater, Florida, 34616  
(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.

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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: Robert N. Hatfield, Jr.

Address: 2026 Powers Ferry Rd., Suite 250, Atlanta, GA 30339

Vice Chairman: None

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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TALLAHASSEE FLORIDA

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

President: Robert N. Hatfield, Jr.

Address: 2026 Powers Ferry Rd., Suite 250  
Atlanta, GA 30339

Vice President: Brooks A. Hatfield

Address: 2026 Powers Ferry Rd., Suite 250  
Atlanta, GA 30339

Secretary: Brooks A. Hatfield

Address: 2026 Powers Ferry Rd.  
Atlanta, GA 30339

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

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

13.  Vice Pres.

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

14. Brooks A. Hatfield - Vice President

(Typed or printed name and capacity of person signing application)

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

DOCKET NUMBER : 973520155  
CONTROL NUMBER : 9529203  
DATE INC/AUTH/FILED: 09/28/1995  
JURISDICTION : GEORGIA  
PRINT DATE : 12/18/1997  
FORM NUMBER : 211

BBR PROPERTIES, INC.

2026 POWERS FERRY RD STE 250  
ATLANTA, GA 30339

CERTIFICATE OF EXISTENCE

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

BBR 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.



*Lewis A. Massey*

Lewis A. Massey  
Secretary of State

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TALLAHASSEE FLORIDA