

F9800000395-7

Document Number Only

FILED
98 JUL 13 AM 11:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CT Corporation System

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32310 222-1092

City State Zip Phone

CORPORATION(S) NAME

600002586376--6
-07/13/98--01058--003
*****70.00 *****70.00

Harbor Investments, Inc.

- Profit
- NonProfit
- Amendment
- Merger
- Foreign
- Dissolution/Withdrawal
- Limited Liability Company
- Limited Partnership
- Annual Report
- Other
- Reinstatement
- Name Registration
- Change of R.A.
- Fictitious Name
- UCC-1 Financing Statement
- UCC-3 Filing
- Certified Copy
- Photo Copies
- CUS
- Call When Ready
- Call if Problem
- After 4:30
- Walk In
- Will Wait
- Pick Up
- Mail Out

Name Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

Please Return Extra Copies
File Stamped.

Thank You!!

Hope

7/13

Dile
Oirst

98 JUL 13 AM 11:12
DIVISION OF CORPORATIONS

W98-15773

RESOLUTION OF BOARD OF DIRECTORS

OF

HARBOR INVESTMENTS, INC.

I, the undersigned, Fleming Keefe, do hereby certify that this Resolution of the Board of Directors of Harbor Investments, Inc., a corporation duly organized and existing under the laws of the State of Georgia, was duly adopted on July 10, 1998.

RESOLVED, that Harbor Investments, Inc. organized and existing in the state of Georgia, hereby adopts the name Harbor Investments of Georgia, Inc. for use in Florida.

IN WITNESS WHEREOF, the undersigned has consented as of the day and year first above written.



Fleming Keefe

FILED
98 JUL 13 AM 11:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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. Harbor Investments, 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 3. 58-2358404
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 11/19/97 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))

7. 3190 Northeast Expressway, Ste. 400
Atlanta, GA 30341
(Current mailing address)

8. to serve as general partner of Bloomingdale Associates, L.P.
(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: CT Corporation System

Office Address: 1200 S. Pine Island Rd.

Plantation, Florida, 33324
(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.

Kevinie Bryan
(Registered agent's signature)
KEVINIE BRYAN
SPECIAL ASSISTANT SECRETARY

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.

FILED
 98 JUL 13 AM 11:51
 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: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

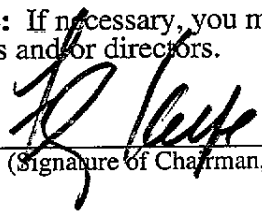
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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. Fleming Keefe, President
(Typed or printed name and capacity of person signing application)

98 JUL 18 AM 11:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

12A. DIRECTORS

Chairman: David Berkman
3190 N.E. Expressway
Ste. 400
Atlanta, GA 30341

Director: Fleming Keefe
3190 N.E. Expressway
Ste. 400
Atlanta, GA 30341

B. OFFICERS

President: Fleming Keefe
3190 N.E. Expressway
Ste. 400
Atlanta, GA 30341

Secretary: David Berkman
3190 N.E. Expressway
Ste. 400
Atlanta, GA 30341

Treasurer: Fleming Keefe
3190 N.E. Expressway
Ste. 400
Atlanta, GA 30341

FILED
98 JUL 13 AM 11:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

DOCKET NUMBER : 981901041
CONTROL NUMBER : 9741393
DATE INC/AUTH/FILED: 11/19/1997
JURISDICTION : GEORGIA
PRINT DATE : 07/09/1998
FORM NUMBER : 211

MORRIS, MANNING & MARTIN
CHRISTINE VOGT
3343 PEACHTREE RD., STE. 1600
ATLANTA, GA 30326

FILED
98 JUL 13 AM 11:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

HARBOR INVESTMENTS, 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