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DAVID ALLEN KENNEDY
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May 30, 2000

OUR FILE NO. 20-319

VIA FEDERAL EXPRESS
TRACKING NO. 805253440924

Office of the Secretary of State
Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-05/31/00--01093--003
****130.00 ****130.00

Re: **Orange Avenue Partners, L.L.C.**

Dear Sir or Madam:

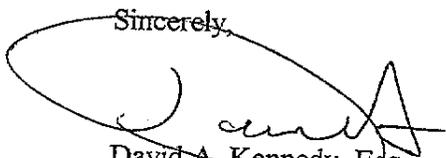
Enclosed please find the following for filing in the above-referenced matter.

1. Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida;
2. Certificate of Designation of Registered Agent/Registered Office;
3. Certificate of Organization; and
4. Our Check No. 1022 in the amount of \$130.00.

Also enclosed is an extra copy of the Certificate of Designation of Registered Agent which we would appreciate your returning as our certified copy in the enclosed Federal Express envelop.

Thank you for your prompt attention to this matter.

Sincerely,


David A. Kennedy, Esq.

DAK/ds
Enclosures

cc: Lois Worlock (w/o enclosures) (regular mail)
H. Gary Stetson (w/o enclosures) (regular mail)

FILED
00 MAY 31 PM 4: 20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MCO-1075

Name	6-2
Availability	
Document	
Examination	
Fee	
Signature	
W. P. [Signature]	

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. ORANGE AVENUE PARTNERS, L.L.C.
(Name of foreign limited liability company)

2. GEORGIA
(Jurisdiction under the law of which foreign limited liability company is organized)

3. APPLIED FOR
(FEI number, if applicable)

4. May 17, 2000
(Date of Organization)

5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")

6. June 1, 2000
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 1864-B Independence Square
Dunwoody, Georgia 30338
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here

9. The usual business addresses of the managing members or managers are as follows:

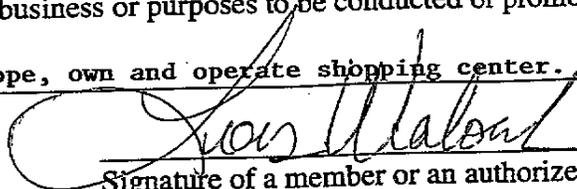
H. Gary Stetson, 633 Dartmouth Street
Orlando, Florida 32804

Lois Worlock, 5300 Oakbrook Parkway, Suite 135
Norcross, Georgia 30093

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: _____

Develop, own and operate shopping center.



Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Lois Worlock
Typed or printed name of signee

FILED
00 MAY 31 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

ORANGE AVENUE PARTNERS, L.L.C.

2. The name and the Florida street address of the registered agent and office are:

E. GARY STETSON

(Name)

633 Dartmouth Street

Florida street address (P.O. Box NOT ACCEPTABLE)

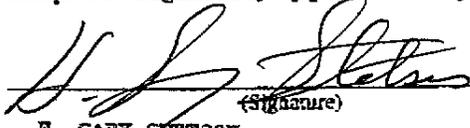
Orlando

FL

32804

(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.


(Signature)

E. GARY STETSON

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

FILED
00 MAY 31 PM 4: 20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

CONTROL NUMBER: 0022945
EFFECTIVE DATE: 05/17/2000
COUNTY : DEKALB
REFERENCE : 0091
PRINT DATE : 05/17/2000
FORM NUMBER : 356

DAVID A. KENNEDY, ESQ.
1864-B INDEPENDENCE SQUARE
DUNWOODY, GA 30338

CERTIFICATE OF ORGANIZATION

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

ORANGE AVENUE PARTNERS, L.L.C.
A GEORGIA LIMITED LIABILITY COMPANY

has been duly organized under the laws of the State of Georgia on the effective date stated above by the filing of articles of organization in the Office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



Cathy Cox
Secretary of State