

M 97000000826

DAVIS, MATTHEWS & QUIGLEY, P.C.

ATTORNEYS AT LAW
FOURTEENTH FLOOR LENOX TOWERS II
3400 PEACHTREE ROAD, NORTHEAST
ATLANTA, GEORGIA
30326

404/261-3900
TELECOPIER: 404/261-0159

November 10, 1997

FILED
97 DEC 10 AM 10:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Secretary of State
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

400002344224--3
-11/12/97--01026--002
****140.00 ****140.00

Re: Southern Property Investors, LLC

\$285.00-FF
CORA FORL
SM

Dear Sir/Madam:

400002344224--3
-12/22/97--01015--021
****145.00 ****145.00

Enclosed please find the following documents for filing with regard to the above referenced company:

1. Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida;
2. Affidavit of Membership and Contributions of Foreign Limited Liability Company; and
3. Certificate of Designation of Registered Agent/Registered Office.

I have also enclosed an original Certificate of Existence issued by the Georgia Secretary of State and our firm's check in the amount of \$140.00 to cover the costs of filing the above listed documents.

If there are any questions, please contact me at 404/261-3900. Upon approval of the application, please send the acknowledgment to me at the above referenced address.

Thank you for your assistance in this matter.

~~01270005165~~

Sincerely,

Bradley J. Denson

BJD/klh

Enclosures

cc: William O. Henderson
J. Michael Harrison, Esq.

ACTION OF THE MEMBERS OF
SOUTHERN PROPERTY INVESTORS, LLC
TAKEN BY WRITTEN CONSENT WITHOUT A MEETING

Pursuant to Section 14-11-309 of the Georgia Limited Liability Company Act, the undersigned, being all of the members of Southern Property Investors, LLC ("Company"), do hereby consent to and adopt the following resolutions as the action of the Members of the Company in lieu of a meeting, and do hereby direct that this written consent to such action be filed with the minutes of the proceedings of the Members of the Company:

1.

RESOLVED, that the Company shall register as a foreign limited liability company to conduct business in Florida, pursuant to Florida state law by filing the Application for Foreign Limited Liability Company for Authorization to Transact Business in Florida, a copy of which is attached hereto as Exhibit "A".

RESOLVED FURTHER, that William O. Henderson, is hereby authorized, empowered and directed to execute said Application for and on behalf of the Company.

RESOLVED FURTHER, that William O. Henderson, is hereby authorized and empowered to take any action which he deems necessary and proper to ensure that all applicable filing requirements are met, including, but not limited to all annual registration statements.

2.

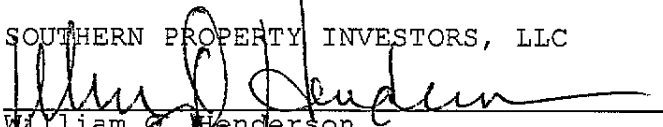
RESOLVED, that the Company shall conduct business in the State of Florida as Southern Property Investors of Georgia, LLC.

3.

RESOLVED, ~~that~~ the foregoing resolutions are effective as of the 25 day of November, 1997.

The undersigned, being all the Members of the Company do hereby unanimously ratify, consent to and adopt the foregoing resolutions.

SOUTHERN PROPERTY INVESTORS, LLC



William O. Henderson



Ronald W. Curry

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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 13, 1997

BRADLEY J. DENSON
DAVIS, MATTHEWS & QUIGLEY, P.C.
3400 PEACHTREE RD., N.E./14 FL. LENOX TW
ATLANTA, GA 30326

SUBJECT: SOUTHERN PROPERTY INVESTORS, LLC
Ref. Number: W97000025667

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TALLAHASSEE, FLORIDA

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We have received your document for SOUTHERN PROPERTY INVESTORS, LLC and your check(s) totaling \$140.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Effective April 23, 1997, the fees to qualify a foreign limited liability company total \$285.00 and breakdown as follows: \$250.00 filing fee for the application and affidavit and \$35 registered agent designation fee. An additional \$52.50 is due for each certified copy requested and an additional \$8.75 is due for each certificate of status requested.

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 (850) 487-6025.

Cathy A Mitchell
Corporate Specialist

Letter Number: 797A00054572



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 13, 1997

BRADLEY J. DENSON
DAVIS, MATTHEWS & QUIGLEY, P.C.
3400 PEACHTREE RD., N.E./14 FL. LENOX TW
ATLANTA, GA 30326

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TALLAHASSEE, FLORIDA

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Cathy A Mitchell
Corporate Specialist

Letter Number: 797A00054572

**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. Southern Property Investors, LLC, in Florida d/b/a Southern Property Investors of Georgia, LLC
 (Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)

2. Georgia 3. 58-2345149
 (Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 9/24/97 5. Perpetual
 (Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. upon approval of application
 (Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 4320 Roswell Road, N.E.
Atlanta, Georgia 30342
 (Street address of principal office)

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 TALLAHASSEE, FLORIDA
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8. List name, title, and business address of each managing member[MGRM] or manager[MGR]who will manage the foreign limited liability company in Florida: (attach additional page if necessary)


NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>Ronald W. Curry</u>	<u>MGRM</u>	<u>William O. Henderson</u>	<u>MGRM</u>
<u>c/o Curry/Carter & Associates</u>		<u>c/o Curry/Carter & Associates</u>	
<u>4320 Roswell Road, N.E.</u>		<u>4320 Roswell Road, N.E.</u>	
<u>Atlanta, Georgia 30342</u>		<u>Atlanta, Georgia 30342</u>	
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of Southern Property
Investors, LLC d/b/a Southern Property deposes and says:
Investors of Georgia, LLC

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TALLAHASSEE, FLORIDA

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 100
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ 0
This total includes amounts from 2 and 3 above.
- 5) the total amount of cash or property anticipated to be contributed by member(s) is \$ 100



Signature of a member or authorized representative of a member.

In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

**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 IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

Southern Property Investors, LLC d/b/a Southern Property Investors of Georgia, LLC

2. The name and address of the registered agent and office is:

Ralph Shaw

(Name)

c/o Skyline Realty Services
601 Riverside Avenue, Building 2, Suite 650

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Jacksonville, Florida 32204

(City/State/Zip)

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TALLAHASSEE, FLORIDA

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.

R. Shaw
Ralph Shaw

(Signature)

10/15/97
(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

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

DOCKET NUMBER : 973080055
CONTROL NUMBER : 9733665
DATE INC/AUTH/FILED: 09/24/1997
JURISDICTION : GEORGIA
PRINT DATE : 11/04/1997
FORM NUMBER : 211

BRAD DENSON
DAVIS MATTHEWS & QUIGLEY
3400 PEACHTREE RD., STE.1400
ATLANTA GA 30326

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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

SOUTHERN PROPERTY INVESTORS, LLC
A GEORGIA LIMITED LIABILITY COMPANY

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

