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April 6, 1999

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

900002831919--3
-04/07/99--01045--004
****337.50 ****337.50

Re: UF-Tampa, LLC

Gentlemen:

Enclosed please find the following documents to qualify the above LLC to transact business in the State of Florida:

Completed Application
Original Certificate of Existence
Affidavit of Membership
Certificate of Designation

Also enclosed is our firm's check in the amount of \$337.50 for payment of the following:

\$250.00 Filing fee
35.00 Designation of Registered Agent
52.50 Certified Copy

Please file the documents and return a certified copy to the undersigned at your earliest convenience. Should you have any questions or need anything further, do not hesitate to contact me.

Very truly yours,


R. Carlton Ward

RCW/tc
Enclosures
Via: Federal Express

Name	
Availability	
Document Examiner	
Updater	
Under Verifier	
Acknowledgement	
Per Verifier	

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR - 7 PM 4:11

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. UF - Tampa, 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. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 56-2131718
(FEI number, if applicable)
4. March 17, 1999
(Date of Organization)
5. perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. has not
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 6845 Fairview Road, Charlotte, NC 28210, Attn: James deS. Shaffner

(Street address of principal office)

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:
Abbey of Tampa, LLC (a Georgia Limited Liability Company) 1844 Mallard Lake Drive Marietta, GA 30068 Attn: Bruce K. Klinger	Manager		

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR - 7 PM 4: 11

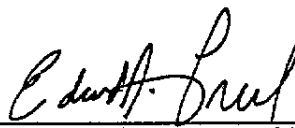
9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language,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

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "UF-TAMPA, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTEENTH DAY OF MARCH, A.D. 1999.




Edward J. Freel, Secretary of State

AUTHENTICATION:

3018523 8300

DATE: 9636466

991106179

03-18-99

**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:

UF - Tampa, LLC

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

R. Carlton Ward

(Name)

v

1253 Park Street

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

Clearwater FL 33756

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.



(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of UF-Tampa, LLC

certifies:

1) the above named limited liability company has at least one member;

2) the total amount of cash contributed by the member(s) is

\$ -0-;

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.)

and

4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is

\$ 3,165,000.00

(This total includes amounts from 2 and 3 above.)



Signature of a member or an 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.)

Patrick Jenkins, authorized representative (Attorney) for
First Union Development Corporation, Member

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit