

European American Realty, Ltd.

Real Estate Acquisitions and Development

M9900000/095

July 6, 1999

Registration Section
Division of Corporations
State of Florida
409 East Gaines Street
Tallahassee FL 32399

000002925210--3
-07/07/99--01060--002
***293.75 ***293.75

SUBJECT: Southeast Realty Partners, L.L.C..

Dear Sir or Madam:

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida", "Certificate of Existence" and check are submitted to register the above-referenced foreign limited liability company to transact business in Florida.

Please return all correspondence concerning this matter to the following:

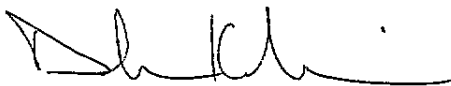
Ms. Gwen R. Flanagan
Vice President
European American Realty, Ltd.
3350 Riverwood Pkwy. SE, Suite 1850
Atlanta GA 30339

FILED
9 JUL -7 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Should you need to call someone concerning this matter, please call: Deborah Miranda at 770-850-3130. Thank you.

Sincerely,

EUROPEAN AMERICAN REALTY, LTD.



Deborah K. Miranda
Corporate Assistant

/ae 1:\Corporate\Documents\Misc\Florida\LLC\Letter.wpd

Enclosures

M99-1095

Name	OR
Availability	OR
Document	OR
Examination	OR
Updater	OR
Updater	OR
Verifier	OR
Acknowledgment	OR
W. P. Verifier	OR

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. Southeast Realty Partners, L.L.C.
(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
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 58-2143504
(FEI number, if applicable)
4. 11/1/94
(Date of Organization)
5. 12/31/24
(Duration: Year limited liability company will cease to exist or "perpetual")
6. n/a upon qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. Attn: Gwen R. Flanagan
3350 Riverwood Pkwy SE, Suite 1850, Atlanta GA 30339
(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:
<u>Harold Gootrad</u>	<u>Manager</u>	<u>Scott K. Toberman</u>	<u>Manager</u>
<u>737 N. Michigan Ave</u>		<u>3350 Riverwood Pkwy Se</u>	
<u>Suite 900</u>		<u>Suite 1850</u>	
<u>Chicago IL 60611</u>		<u>Atlanta GA 30339</u>	
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FILED
99 JUL -7 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.)

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

The undersigned member or authorized representative of a member of Southeast Realty
Partners, L.L.C. 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 \$ 5,000.00 ;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0.00 ;
(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 \$ 5,000.00 .
(This total includes amounts from 2 and 3 above.)

Lafayette Real Estate Services, Inc.
Member

Gwen R. Flanagan
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.)

By: Gwen R. Flanagan
Its: Vice President

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

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99 JUL -7 PM 5:00
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:

Southeast Realty Partners, L.L.C.

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

C T Corporation System

(Name)

1200 South Pine Island Road

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

Plantation

FL

33324

City/State/Zip

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99 JUL -7 PM 5:00
SECRETARY OF STATE
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.



(Signature)

Allan P. Farnell, Assistant Secretary

Filing Fee: \$ 35 for Designation of Registered Agent

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

DOCKET NUMBER : K91750575
CONTROL NUMBER : K427715
DATE INC/AUTH/FILED: 11/01/1994
JURISDICTION : GEORGIA
PRINT DATE : 06/24/1999
FORM NUMBER : 211

JUN 28 1999

GWEN R. FLANAGAN
EUROPEAN AMERICAN REALTY, LTD.
3350 RIVERWOOD PKWY. STE. 1850
ATLANTA, GA 30339

CERTIFICATE OF EXISTENCE

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

SOUTHEAST REALTY PARTNERS, L.L.C.
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.



Cathy Cox

Cathy Cox
Secretary of State