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PARKER, HUDSON, RAINER & DOBBS LLP
A LIMITED LIABILITY PARTNERSHIP
ATTORNEYS AT LAW

TELECOPIER
(404)522-8409

1500 MARQUIS TWO TOWER
285 PEACHTREE CENTER AVENUE, N.E.
ATLANTA, GEORGIA 30303

(404) 523-5300

June 30, 1999

THE PERKINS HOUSE
SUITE 200
118 NORTH GADSDEN STREET
TALLAHASSEE, FLORIDA 32301

VIA FEDEX

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

Re: MCDONALD INDUSTRIAL XIII, LLC

100002920841--9
-07/01/99--01059--006
***293.75 ***293.75

Ladies and Gentlemen:

To effect the registration of MCDONALD INDUSTRIAL XIII, LLC to transact business in Florida, I have enclosed the following documents:

1. One original Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida for MCDONALD INDUSTRIAL XIII, LLC;
2. One check in the amount of \$293.75 payable to the Florida Department of State, in payment of the applicable fees for registration and one Certificate of Status;
3. One original Affidavit of Membership and Contributions of Foreign Limited Liability Company for MCDONALD INDUSTRIAL XIII, LLC;
4. One original Certificate of Designation of Registered Agent/Registered Office for MCDONALD INDUSTRIAL XIII, LLC; and
5. One original Certificate of Existence from the Georgia Secretary of State for MCDONALD INDUSTRIAL XIII, LLC.

After you have filed the Application, please forward the letter of acknowledgment and one Certificate of Status to my attention at the above address.

Please contact me if you have any questions about these documents or need any additional information. Thank you.

Sincerely,



John F. Roberts

Enclosures

cc: Alexander A. Chambers, Esq. (w/o enc)

{90896.1} 001826-00012

AL

W99-15686
99 JUL 26 PM 2:45
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 8, 1999

JOHN F. ROBERTS
285 PEACHTREE CENTER AVENUE N.E.
1500 MARQUIS TWO TOWER
ATLANTA, GA 30303

SUBJECT: MCDONALD INDUSTRIAL XIII, LLC
Ref. Number: W99000015686

We have received your document for MCDONALD INDUSTRIAL XIII, LLC and your check(s) totaling \$293.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain the entity's complete mailing address.

The affidavit must set forth the amount of the cash and a description and the agreed value of property other than cash contributed by the members, and the amount anticipated to be contributed by the members.

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) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 699A00035409

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DIVISION OF CORPORATIONS
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PARKER, HUDSON, RAINER & DOBBS LLP

A LIMITED LIABILITY PARTNERSHIP
ATTORNEYS AT LAW

JOHN F. ROBERTS
LEGAL ASSISTANT
DIRECT DIAL
404-420-5551
jroberts@phrd.com

1500 MARQUIS TWO TOWER
285 PEACHTREE CENTER AVENUE, N.E.
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THE PERKINS HOUSE
SUITE 200
118 NORTH GADSDEN STREET
TALLAHASSEE, FLORIDA 32301

July 12, 1999

VIA FEDEX

Ms. Agnes Lunt
Florida Department of State
Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: MCDONALD INDUSTRIAL XIII, LLC (Ref. Number W99000015686)

Dear Ms. Lunt:

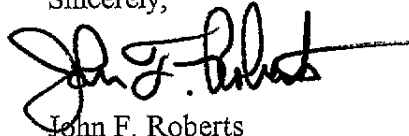
In response to your letter, dated July 8, 1999 (letter number 699A00035409), I have enclosed the following documents with respect to the above referenced entity:

- 1) One (1) Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida including the street address of the principal office; and
- 2) One (1) Affidavit of Membership and Contributions of Foreign Limited Liability Company including the total amount of cash contributed and anticipated to be contributed by member(s).
- 3) One (1) letter, dated July 8, 1999 from Agnes Lunt of the Florida Department of State.

After you have filed the Application, please forward the letter of acknowledgment and one Certificate of Status to my attention at the above address.

Please contact me if you have any questions about these documents or need any additional information. Thank you.

Sincerely,



John F. Roberts

jfr
Enclosures
cc: Kenneth H. Kraft, Esq. (w/o enc.)

{91662.1} 001826-00012

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**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. MCDONALD INDUSTRIAL XIII, 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
(Jurisdiction under the law of which foreign limited liability company is organized)
3. Applied for
(FEI number, if applicable)
4. June 18, 1999
(Date of Organization)
5. December 31, 2025
(Duration: Year limited liability company will cease to exist or "perpetual")
6. No business transacted to date
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 3715 Northside Parkway, Suite 650
Atlanta, Georgia 30327
(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>McDonald Development Company</u> | <u>Manager</u> | <u></u> | <u></u> |
| <u>3715 Northside Parkway</u> | | <u></u> | |
| <u>Suite 650</u> | | <u></u> | |
| <u>Atlanta, Georgia 30327</u> | | <u></u> | |
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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.)

**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:

MCDONALD INDUSTRIAL XIII, LLC

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

CT 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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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.

Dale H. Morris

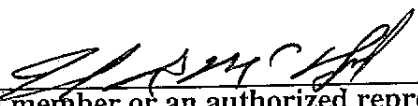
(Signature)

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 MCDONALD INDUSTRIAL XIII, 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 \$ 100.00 ;
- 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 \$ 100.00 .
(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.)

John R. McDonald, President McDonald Development Company, Member

Typed or printed name of signee

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Filing Fee: \$250.00 for Application and Affidavit

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

DOCKET NUMBER : K91790021
CONTROL NUMBER : K925303
DATE INC/AUTH/FILED: 06/18/1999
JURISDICTION : GEORGIA
PRINT DATE : 06/28/1999
FORM NUMBER : 211

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SECRETARY OF CORPORATIONS
99 JUL 26 PM 2:45

JOHN F. ROBERTS
PARKER, HUDSON, RAINER & DOBBS LLP
285 PEACHTREE CENTER AVE.
ATLANTA, GA 30303

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

MCDONALD INDUSTRIAL XIII, 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.



Cathy Cox

Cathy Cox
Secretary of State