

98000004004

CORPORATE ACCESS, INC.

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

WALK IN

PICK UP 7/14/98

CERTIFIED COPY

✓ CUS G.S. (2 Cert. Copies)

PHOTO COPY

✓ FILING Foreign

1.) 54th GP, Inc.
(CORPORATE NAME & DOCUMENT #)

2.)
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10.)
(CORPORATE NAME & DOCUMENT #)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 14 AM 10:39

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DIVISION OF CORPORATIONS
98 JUL 14 AM 9:57

SPECIAL INSTRUCTIONS

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. 54th GP, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Georgia
(State or country under the law of which it is incorporated)

3. Applied for
(FEI number, if applicable)

4. 7-9-98
(Date of Incorporation)

5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. 7-13-98
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)

7. c/o Russell Greer, 5505 Interstate North Parkway
Atlanta, Georgia 30328
(Current mailing address)

8. To serve as the general partner of 54th Street, Limited Partnership
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: National Registered Agents, Inc.

Office Address: 526 E. Park Avenue

Tallahassee, Florida, 32301
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Gwendolyn Andrews, Asst. Secretary
(Registered agent's signature)

Gwendolyn Andrews, Assistant Secretary

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Russell Greer

Address: 5505 Interstate North Pkwy., Atlanta, GA 30328

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Jack T. Hammer

Address: 5505 Interstate North Pkwy., Atlanta, GA 30328

Vice President: Russell Greer

Address: 5505 Interstate North Pkwy., Atlanta, GA 30328

Secretary: Douglas Trivers

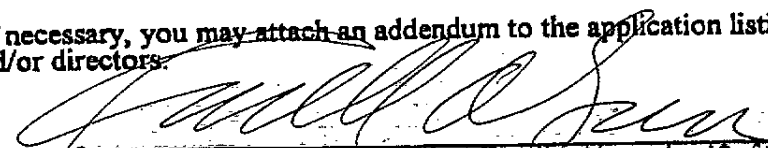
Address: 5505 Interstate North Pkwy., Atlanta, GA 30328

Treasurer: Douglas Trivers

Address: 5505 Interstate North Pkwy., Atlanta, GA 30328

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Russell Greer, Vice-President
(Typed or printed name and capacity of person signing application)

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

DOCKET NUMBER : 981910691
CONTROL NUMBER : 9825843
DATE INC/AUTH/FILED: 07/09/1998
JURISDICTION : GEORGIA
PRINT DATE : 07/10/1998
FORM NUMBER : 211

THOMAS S. GRYBOSKI
POWELL, GOLDSTEIN, FRAZER & MURPHY
191 PEACHTREE ST., 16TH FLOOR
ATLANTA, GA 30303

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

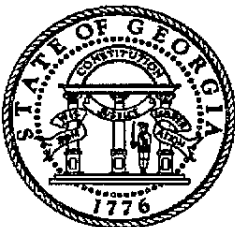
54TH GP, INC.

A DOMESTIC PROFIT CORPORATION

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 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