

F 980000006608

GPA-I, LP
3526 Spotswood Avenue
Post Office Box 11558
Memphis, TN 38111

In Affiliation With

GPA
Government Properties Affiliates International, LLC

Wednesday, November 25, 1998

Brenda L. Tadlock
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: GPA-I, LP
GPA-BUFFER, LP
33RD STREET BUFFER, INC.

VC 12/4
FILED
98 DEC -3 AM 11:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-12/04/98-01083-005
*****70.00 *****70.00

Dear Brenda:

Enclosed please find fully executed Applications for Authorization to Transact Business in Florida for the above referenced entities.

If additional information is required, please don't hesitate to call me at (901) 327-7676.

Again, thank you for all of your help!

I hope your Thanksgiving day festivities went well.

Sincerely,


Jeannette Wahle

698-26597

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: 33rd Street Buffer, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Albert E. Dotson, Jr.
(Name of Person)
Bilzin Sumberg Dunn Price & Axelrod LLP
(Firm/Company)
2500 First Union Financial Center
(Address)
Miami, Florida 33131
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Albert E. Dotson, Jr. at (305) 374-7580
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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. 33rd Street Buffer, 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. Tennessee 3. 62-1747241 (State or country under the law of which it is incorporated) (FEI number, if applicable)

4. July 23, 1998 5. perpetual (Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. September 1, 1998 (Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 3526 Spottswood Avenue Memphis, Tennessee 38111 (Current mailing address)

8. any lawful business purpose (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

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

Name: Albert E. Dotson, Jr.

Office Address: 2500 First Union Financial Center

Miami, Florida, 33131-2336 (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.

[Handwritten signature]

(Registered agent's signature)

Albert E. Dotson, Jr.

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.

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

FILED 98 DEC -3 AM 11:54 SECRETARY OF STATE TALLAHASSEE, FLORIDA

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

Chairman: Oscar W. Seelbinder, Jr.

Address: 3526 Spottswood Avenue, Memphis, TN 38111

Vice Chairman: _____

Address: _____

Director: Jerald H. Sklar

Address: Waring Cox, PLC, 50 N. Front Street, Suite 1300, Memphis, TN 38103

Director: _____

Address: _____

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

President: Oscar W. Seelbinder, Jr.

Address: 3526 Spottswood Avenue, Memphis, TN 38111

Vice President: _____

Address: _____

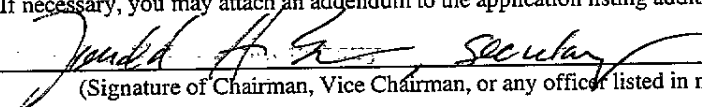
Secretary: Jerald H. Sklar

Address: Waring Cox, PLC, 50 N. Front Street, Suite 1300, Memphis, TN 38103

Treasurer: _____

Address: _____

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. Jerald H. Sklar, Secretary
(Typed or printed name and capacity of person signing application)

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

ISSUANCE DATE: 08/26/1998
REQUEST NUMBER: 98238120
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 07/23/1998
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0354622
JURISDICTION: TENNESSEE

TO:
CAPITAL FILING SERVICE, INC.
7051 HIGHWAY 70 SO.
NO. 333
NASHVILLE, TN 37221

REQUESTED BY:
CAPITAL FILING SERVICE, INC.
7051 HIGHWAY 70 SO.
NO. 333
NASHVILLE, TN 37221

CERTIFICATE OF EXISTENCE

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT

"33RD STREET BUFFER, INC"

IS A CORPORATION DULY INCORPORATED UNDER THE LAW OF THIS STATE WITH DATE OF INCORPORATION AND DURATION AS GIVEN ABOVE;
THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE EXISTENCE OF THE CORPORATION HAVE BEEN PAID;
THAT ARTICLES OF DISSOLUTION HAVE NOT BEEN FILED; AND
THAT ARTICLES OF TERMINATION OF CORPORATE EXISTENCE HAVE NOT BEEN FILED

FOR: REQUEST FOR CERTIFICATE

ON DATE: 08/26/98

FROM:
CAPITAL FILING SERVICE, INC.
7051 HWY 70 S
#333
NASHVILLE, TN 37221-0000

RECEIVED: FEES \$280.00 \$0.00
TOTAL PAYMENT RECEIVED: \$280.00

RECEIPT NUMBER: 00002355168
ACCOUNT NUMBER: 00101230



Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE