

06/03/92

L.A.

9212300

06/03/92

ACCESS

REFERED

Secretary of State
Business Services and Regulation
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

CONTROL NUMBER: 9212380
EFFECTIVE DATE: 06/03/1992
COUNTY : DEKALB
REFERENCE : 0072
PRINT DATE : 06/24/1992
FORM NUMBER : 327

WESLEY B. WARREN, JR.
P.O. BOX 340
DECATUR GA 30031

CERTIFICATE OF LIMITED PARTNERSHIP FILING

I, **MAX CLELAND**, Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the domestic limited partnership

PREFERRED ACCESS, L.P.

has filed, as of the effective date stated above, its Certificate of Limited Partnership with the Secretary of State and has paid all fees as required by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



Max Cleland

MAX CLELAND
SECRETARY OF STATE

Verley J. Spivey

VERLEY J. SPIVEY
DEPUTY SECRETARY OF STATE

SECURITIES
656-2894

CEMETERIES
656-3079

CORPORATIONS
656-2817

CORPORATIONS HOT LINE
404-656-2222
Outside Metro-Atlanta

PREFERRED ACCESS, L.P.

The Sole General Partner is:

Arthur S. Benton
1746 N.E. Expressway
Atlanta, GA 30329

STATE OF GEORGIA

CERTIFICATE OF LIMITED PARTNERSHIP
OF
PREFERRED ACCESS, L.P.

The undersigned General Partner does hereby execute this Certificate in order to give notice of the formation of a Limited Partnership pursuant to the Revised Uniform Limited Partnership Act of Georgia.

1. The name of the Limited Partnership is Preferred Access, L.P.

2. The purpose of the Limited Partnership is to acquire for investment an interest in certain property in DeKalb County, Georgia.

3. The principal place of business ^{and registered office} of the Partnership is 1746 N.E. Expressway, Atlanta, Georgia 30329, which is in DeKalb County.

4. The agent for service of process on the Partnership at such address is Arthur S. Benton.

5. The names of the General Partner is Arthur S. Benton.

6. The term for which the Partnership is to exist is from the date of this Certificate to December 31, 2025, unless sooner terminated as provided in the Limited Partnership Agreement.

7. Upon the death, retirement, insanity or incompetency of a General Partner, the Partnership may be continued if any surviving or remaining competent General Partner so elects, or if there be no surviving or remaining competent General Partner, the Partnership may be continued if the Partners select a successor General Partner pursuant to the Agreement.

8. The Limited Partnership Agreement contains a provision whereby each Limited Partner grants an irrevocable power of attorney to the General Partners, or either of them, to execute this Certificate, any amendments to this Certificate, any Certificate of Cancellation or dissolution, and any other appropriate documents on behalf of such Limited Partner. Such power of attorney however shall in no way cause a Limited Partner to be liable in any manner or the acts or omissions of the General Partners. The Limited Partnership Agreement provides that a Limited Partner shall not be bound by, or be personally liable for, the expenses, liabilities or obligations of the Partnership.

9. The Limited Partnership Agreement provides that contracts, deeds, promissory notes, leases and all other instruments and documents shall be executed on behalf of the Partnership by the General Partners, or any one of them, following mutual decision. No person shall be required to inquire into the authority of the General Partner or General Partners who sign any document or instrument pursuant to the provisions of this paragraph.

10. In no event shall any person dealing with the General Partners or either of them be obligated to determine their authority to make any undertaking on behalf of the Limited Partnership. Every contract, agreement, deed, mortgage, lease, promissory note or other instrument or document executed by the General Partners or either of them shall be conclusive evidence in favor of any and every person relying thereon or claiming the execution or delivery thereof the Partnership was in full force and effect, such instrument or document was duly executed in accordance with the terms and provisions of this Agreement and is binding upon the Partnership and all Partners hereof, and that the General Partners, or either of them, were duly authorized and empowered to execute and deliver any and every instrument or document for and on behalf of the Partnership. In addition, each General Partner has full right and authority to certify to any interested third party that a mutual decision has been reached by the General Partners.

IN WITNESS WHEREOF, the General Partner has executed this Certificate, as of the 28th day of May, 1992.

Arthur S. Benton

Arthur S. Benton

Sworn to and subscribed
before me:

Ben S. Wassell

Notary Public

Notary Public, DeKalb County, Georgia
My Commission Expires Nov. 25, 1994

SECRETARY OF STATE
JUN 3 4 30 PM '92
BSR (1)

SECRETARY OF STATE
JUN 12 8 43 AM '92
BSR (3)

SECRETARY OF STATE
JUN 18 8 11 AM '92
BSR (3)

Secretary of State
Business Services and Regulation
 Suite 315, West Tower
 2 Martin Luther King Jr. Dr.
 Atlanta, Georgia 30334-1530

RESERVATION NUMBER: 921350279
 EFFECTIVE DATE : 05/14/1992
 EXPIRATION DATE :
 LICENSE NO. : N/A
 CONSENT ON FILE : N/A
 PRINT DATE : 05/15/1992
 FORM NUMBER : 506

SIMMONS, WARREN AND SZCZECKO
 BETH WADDELL
 315 PONCE DE LEON, 850 1ST NATL BANK
 DECATUR GA 30030

NAME RESERVATION CERTIFICATE

I, MAX CLELAND, Secretary of State and the Corporation Commissioner of the State of Georgia, do hereby certify under the seal of my office that the records of the Secretary of State have been reviewed and the name

PREFERRED ACCESS, L.P.

is not identical to, and appears to be distinguishable from, the name of any other existing corporation, limited partnership or professional association on file pursuant to Title 14 of the Official Code of Georgia Annotated.

This certificate shall be valid for a nonrenewable period of ninety days from the date of this certificate for profit and nonprofit corporations, professional associations or limited partnerships. Please submit this original certificate with any subsequent formation filing for a corporation, limited partnership or professional association.

Name reservations are not renewable after expiration of the statutory reservation period stated above.



Max Cleland

MAX CLELAND
 SECRETARY OF STATE

Verley J. Spivey

VERLEY J. SPIVEY
 DEPUTY SECRETARY OF STATE

SECURITIES

CEMETERIES
 656-3079

CORPORATIONS
 656-2817

CORPORATIONS HOT LINE
 404-656-2222
 Outside Metor-Atlanta

040 0004

MAX CLELAND
Secretary of State
State of Georgia

BUSINESS SERVICES AND REGULATION
SUITE 315, WEST TOWER
2 Martin Luther King, Jr. Drive
Atlanta, GA 30334-1530

J.F. GULLION
Director

DEFICIENT CORPORATE FILING NOTICE	
Arthur S. Benton 1746 N.E. Expressway Atlanta GA 30329	DATE RECEIVED: 6/3/92
	EXAMINER : SANDRA SNOW
	TELEPHONE : 656-2640
	CHARTER # : P011632
CORRECTIONS TO BE MADE BY APPLICANT. IMPORTANT: RETURN THIS FORM WITH THE REQUESTED CORRECTION.	
AMOUNT PAID: \$ 60.00	DOCKET NUMBER:
RE: Preferred Access, L.P.	

- Incorrect fee. Secretary of State \$ _____
- Failure to sign _____
- Failure to include _____
- Corporate name does not satisfy requirements of Code §14-2-401.
- Failure to include mailing address of the principal office. (Required by O.C.G.A. 14-2-202).
- Failure to attach Form A-100, as revised July 1, 1989. (This form includes the certification of request for publication required by O.C.G.A. 14-2-201.1).
- Failure to submit articles of incorporation with Form A-100.
- Failure to include number of shares corporation is authorized to issue. *This has been corrected*
- Failure to include street and county of corporation's initial registered office/the name of the initial registered agent at that office. *See certificate Line 4.*
- Failure to include name and address of each incorporator.
- Failure to file certificate of existence from home state. This document must be certified by the home state within 90 days of filing in Georgia.
- Corporation has not filed its annual registration for the year(s) _____. (Rule 590-7-1-.11) Complete the enclosed annual registration form and return with a check for \$ _____ for accumulated fees.
- OTHER: _____

IF THE DOCUMENTS ARE RECEIVED WITHIN 30 DAYS WITH THE ABOVE NOTED DEFICIENCY(IES) CORRECTED, THEY WILL BE FILED AS OF THE ORIGINAL DATE RECEIVED. FILINGS ARE DEEMED ABANDONED AFTER 60 DAYS. FEES ARE NOT REFUNDABLE.

92 029

040 0005



MAX CLELAND
Secretary of State
State of Georgia

BUSINESS SERVICES AND REGULATION
Suite 315, West Tower
2 Martin Luther King Jr. Drive
Atlanta, Georgia 30334-1530
(404) 656-2817

J. F. GULLION
Director

CERTIFICATE OF LIMITED PARTNERSHIP
TRANSMITTAL INFORMATION FORM
FOR GEORGIA LIMITED PARTNERSHIP

DO NOT WRITE IN SHADED AREA - SOS USE ONLY

DOCKET # 9211000070 PENDING CONTROL # P011632 CONTROL # 9212380
 Docket Code _____ LP Type _____
 Date Filed 6-3-92 Amount Received \$ 60 Check/Receipt # 2200
 Jurisdiction (County) Code 44
 Examiner 72 Date Completed _____

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM.
INSTRUCTIONS ARE ON THE BACK OF THIS FORM.

1. Limited Partnership Name Reservation Number 921350279
 Preferred Access, L.P.
 Limited Partnership Name (exactly as appears on name reservation)

2. Applicant/Attorney Wesley B. Warren, Jr. Telephone Number 404/378-1711
 Address Post Office Box 340
 City Decatur, GA State GA Zip Code 30031

3. Principal Office Mailing Address of Limited Partnership
1746 N.E. Expressway
 City Atlanta, GA State GA Zip Code 30329

4. Latest Date Upon Which Limited Partnership is to Dissolve
December 31, 2025

5. Name of Registered Agent in Georgia Arthur S. Benton
 Registered Office Street Address in Georgia 1746 N.E. Expressway
 City Atlanta, DeKalb County, Georgia County DeKalb State GA Zip Code 30329

6. Attach list of Names and Business Addresses of each General Partner.
see attached sheet

7. For Limited Partnerships formed prior to July 1, 1988 ONLY:
 Date Formed: _____ County: _____ Book No. _____ Page No. _____

8. NOTICE: THIS FORM DOES NOT REPLACE THE CERTIFICATE OF LIMITED PARTNERSHIP REQUIRED BY TITLE 14 OF THE OFFICIAL CODE OF GEORGIA ANNOTATED. Mail or deliver this Transmittal Information Form, the original and one copy of the Certificate of Limited Partnership, and the Secretary of State filing fee of \$60.00 to the Secretary of State at the above address.

I understand that the information on this form will be entered in the Secretary of State business registration database, and I verify that the above information is true and correct to the best of my knowledge.

Authorized Signature: Wesley B. Warren, Jr. Date: 6-3-92