



BEST INVESTMENT

Secretary of State
Business Services and Regulation

Suite 306, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334

FORM NUMBER : 7F
CONTROL NUMBER : 8917167
JURISDICTION : DELAWARE
DATE AUTHORIZED IN GA: 08/24/89
EXAMINER : SANDRA JEAN SNOW
TELEPHONE : 404-656-2811

MAILED TO:

FOREST INVESTMENT/C. TARVER
5605 GLENRIDGE DRIVE S-710
ATLANTA GA 30342

4

CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS

I, MAX CLELAND, SECRETARY OF STATE OF THE STATE OF GEORGIA DO
HEREBY CERTIFY, UNDER THE SEAL OF MY OFFICE, THAT

"FOREST INVESTMENT ASSOCIATES L.P. (DELAWARE)"
A FOREIGN LIMITED PARTNERSHIP

ORGANIZED UNDER THE LAWS OF THE JURISDICTION SET FORTH ABOVE AND
HAS FILED AN APPLICATION, MEETING THE REQUIREMENTS OF O.C.G.A.
SEC. 14-9-902 TO TRANSACT BUSINESS AS A FOREIGN LIMITED
PARTNERSHIP IN THIS STATE.

WHEREFORE, BY THE AUTHORITY VESTED IN ME PURSUANT TO O.C.G.A.
SEC. 14-9-903, THE ABOVE NAMED LIMITED PARTNERSHIP IS HEREBY
GRANTED A CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN THE
STATE OF GEORGIA, SO LONG AS THE LIMITED PARTNERSHIP RETAINS ITS
AUTHORITY TO DO BUSINESS IN THE JURISDICTION OF ITS FORMATION, AND
SO LONG AS ITS AUTHORITY TO DO BUSINESS IN THIS STATE HAS NOT BEEN
SUSPENDED, REVOKED, OR SURRENDERED AS PROVIDED FOR BY LAW AND THE
RULES AND REGULATIONS PROMULGATED BY THE SECRETARY OF STATE.

WITNESS, MY HAND AND OFFICIAL SEAL, IN THE CITY OF ATLANTA
AND THE STATE OF GEORGIA ON THE DATE SET FORTH BELOW.

DATE CERTIFICATE PRINTED: 09/06/89

Max Cleland

MAX CLELAND
SECRETARY OF STATE

H. Wayne Howell

H. WAYNE HOWELL
DEPUTY SECRETARY OF STATE



SECURITIES
656-2894

CEMETERIES
656-3079

CORPORATIONS
656-2817

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

SSDL SYSDATE 08/24/89

*** DOCKET ***

DOCKET# ----- CORPORATION NAME ----- TYPE DISP
89236416 FOREST INVESTMENT ASSOCIATES, L.P. 7F 72
Inv/Rec Amount : \$ 170.00 Cntr-trans I/R R

BILL-TO INFORMATION :

Name: FOREST INVESTMENT ASSOCIATES, L.P.
Addr: 5605 GLENRIDGE DR. STE. 710-
City: ATLANTA State: GA Zip: 30342

COMMENT:

COMMAND: ENTER (C)ontinue (S)top (I)nvoice/receipt processor
MESSAGE: WOULD YOU LIKE ADDITIONAL COMMENTS ON I/R ? (Y/N) N



Forest Investment Associates

ONE PREMIER PLAZA, SUITE 710/5605 GLENRIDGE DRIVE/ATLANTA, GEORGIA 30342/(404) 847-0794

August 23, 1989

Office of the Secretary of State
State of Georgia
Business Services and Regulation
Suite 306, West Tower
2 Martin Luther King, Jr. Drive
Atlanta, GA 30334

Attention: Mr. Quint Robison

Dear Mr. Robison:

Re: Our telephone conversation of August 23 related to the filing of form L-100F, "Application for Certificate of Authority for Foreign Limited Partnership" and the payment of the application fee.

I have enclosed an original of the subject form along with our check in the amount of \$170.00 to cover the application fee. If you should determine that our original application and check (in the amount of \$150) are in your files, I would appreciate your returning them to me. Please note that I have changed the check number on the form to agree with the number on the replacement check enclosed.

Please let me know if you should have any questions.

Yours very truly,

Charles M. Tarter
Principal

End.

AUG 24 1989

SECRETARY OF STATE

Registered Investment Advisers

89 051

273 0002



L-100F

BUSINESS SERVICES AND REGULATION
APPLICATION FOR CERTIFICATE OF AUTHORITY
FOR FOREIGN LIMITED PARTNERSHIP

MAX CLELAND
Secretary of State
State of Georgia

-2 Martin Luther King Jr. Dr.
Suite 315, West Tower
Atlanta, Georgia 30334
(404) 656-2811

H. WAYNE HOWELL
Deputy
Secretary of State

I. Filing Date:	8/24/89	Code:		Docket No.:	
Assigned Exam:		Amount:	\$	By:	
Control Number:	8917107	Completed:	72		

DO NOT WRITE ABOVE THIS LINE - SOS USE ONLY

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE THE REMAINDER OF THIS FORM.

II. Limited Partnership Name:	FOREST INVESTMENT ASSOCIATES L.P. (Delaware)		
Mailing Address of Principal Office:	c/o Forest Investment Associates, Inc. One Premier Plaza, Suite 710, 5605 Glenridge Drive		
City:	Atlanta	State:	Georgia
Zip Code:			30342
III. Home State Address:	Corporation Trust Center, 1209 Orange Street		
City:	Wilmington	State:	Delaware
Zip Code:			
IV. Fees Submitted By:	Forest Investment Associates L.P.		
Amount Enclosed:	\$ 150.00 \$170.00	Check No.:	970 1159
V. Name of Registered Agent in Georgia:	Charles M. Tarver		
VI. Registered Office in Georgia:	c/o Forest Investment Associates, Inc. One Premier Plaza, Suite 710, 5605 Glenridge Drive		
City:	Atlanta	County:	Fulton
State:		Zip Code:	Georgia 30342
VII. Date Formed:	June 12, 1986	Place:	Wilmington, Delaware
VIII. Date Business Commenced (or Proposed) in Georgia:	March 30, 1987		
IX. List Name and Address of each General Partner:	Forest Investment Associates, Inc. One Premier Plaza, Suite 710 5605 Glenridge Drive Atlanta, Georgia 30342		
X. Address Where Partnership Records Are Maintained:	One Premier Plaza, Suite 710, 5605 Glenridge Dr.		
City:	Atlanta	State:	Georgia
Zip Code:			30342
XI. Applicant/Attorney:	Forest Investment Associates, Inc.	Telephone:	847-0794
Address:	One Premier Plaza, Suite 710, 5605 Glenridge Drive		
City:	Atlanta	State:	Georgia
Zip Code:			30342

This application is executed and sworn to by a General Partner of the Limited Partnership applicant, in the presence of the Official Witness whose signature appears below, and is submitted to the above address pursuant to O.C.G.A. §14-9-902 for a Certificate of Authority to Transact Business in Georgia as a Foreign Limited Partnership. This will certify that the applicant is a duly qualified Limited Partnership in the jurisdiction referred to above and that in accordance with O.C.G.A. §14-9-902(a)(4) the Secretary of State is, pursuant to O.C.G.A. §14-9-902.1(i) appointed the agent of the Foreign Limited Partnership for Service of Process if no agent has been appointed under O.C.G.A. §14-9-902.1(a) or if appointed, the agent's authority has been revoked or the agent cannot be found by the exercise of reasonable diligence or served.

General Partner: By: Charles M. Tarver Date: March 22, 1989
Charles M. Tarver, President

Official Witness (Notary): George S. Kipich
Notary Public, DeKalb County, Georgia
My Commission Expires Oct. 18, 1992

Form L-100F
4-18-88

89 051 273-0003