

Secretary of State

Business Services and Regulation

Suite 308, West Tower

2 Martin Luther King Jr. Dr.

Atlanta, Georgia 30334

CONTROL NUMBER : 9015887 7D
DATE FILED OR EFFECTIVE: 08/24/90
EXAMINER : DONNA HYDE
TELEPHONE : 404-656-0624

5

REQUESTED BY:

SLUTZKY, WOLFE AND BAILEY
BERNARD R. WOLFE
4000 CUMBERLAND PKWY, NW, #1300
ATLANTA, GEORGIA 30339

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

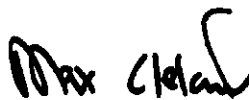
"PERIMETER PLACE ASSOCIATES L.P."
a domestic limited partnership

has filed, as of the date set forth above, its certificate of limited partnership with the Secretary of State as required by the laws of the State of Georgia, and the fees therefor have been paid, as provided by law, and that attached hereto is a true copy of said certificate of limited partnership.

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

DATE: AUGUST 24, 1990

FORM 7D (JULY 1989)



MAX CLELAND
SECRETARY OF STATE



CEMETERIES
656-1899

CORPORATIONS
656-2817

CORPORATION NOTICES
656-2817

PERIMETER PLACE ASSOCIATES L. P.
CERTIFICATE OF LIMITED PARTNERSHIP

Comes now AMERICAN STAR DEVELOPMENT, INC. a Georgia corporation, and pursuant to O.C.G.A. 14-9-201, herewith files in the Office of the Secretary of State, State of Georgia, the following Certificate of Limited Partnership:

1. The name of the Limited Partnership is: PERIMETER PLACE ASSOCIATES L. P.
2. The address of the registered office and the name and address of the initial agent for service of process required to be maintained by O.C.G.A. 14-9-104 is: WILLIAM S. HARVIN, 4920 Roswell Road, Suite 29, Atlanta, GA 30342.
3. The name and business address of each General Partner is: AMERICAN STAR DEVELOPMENT, INC., 4920 Roswell Road, Suite 29, Atlanta, GA 30342; and LOTT PROPERTIES LTD., a Georgia Limited Partnership, 1101 W. Peterson Ave., P.O. Box 269, Douglas, GA 31533.

4. * This the 3rd day of August, 1990.

M. S. H. 8/2
*The Partnership will continue until December 31, 2060, unless earlier dissolved or terminated pursuant to the Partnership Agreement or the laws of the State of Georgia.

PERIMETER PLACE ASSOCIATES L.P.

Signed, sealed and delivered in the presence of:

AMERICAN STAR DEVELOPMENT, INC.

D. R. Wolfe
Witness

BY: *[Signature]*
President

[Signature]
Notary Public

ATTEST: *[Signature]*
Secretary

My Commission Expires: _____
Notary Public, Cobb County, Georgia
My Commission Expires Nov. 26, 1993

(Corporation Seal)

Signed, sealed and delivered in presence of:

LOTT PROPERTIES LTD.

Linda Watter
Witness

BY: *[Signature]*
General Partner

Lanene P. Deal
Notary Public

My Commission Expires _____
Notary Public, Cobb County, Georgia
My Commission Expires Oct. 30, 1993

Aug 28 9 54 AM 1990
SECRETARY OF STATE

SLUTZKY, WOLFE AND BAILEY
ATTORNEYS AT LAW

STANLEY K. SLUTZKY
BERNARD R. WOLFE
DANNY C. BAILEY
JOHN A. WHITE, JR.
FLAVIA J. TURSA**
ANDREW E. WOLF

4000 CUMBERLAND PARKWAY, N.W. • SUITE 1300
ATLANTA, GEORGIA 30339-4803
(404) 428-8000
TELECOMER: (404) 438-9657

August 23, 1990

*Admitted GA and FL
**Admitted GA and NY

Secretary of State
2 Martin Luther King Jr., Drive
Plaza Level
Suite 306, West Tower
Atlanta, Georgia 30334

VIA HAND DELIVERY

Attention: Expedition Services
Receptionist Desk

Re: PERIMETER PLACE ASSOCIATES L. P.

Dear Sir:

In connection with the above referenced limited partnership you will find enclosed herewith for filing the following:

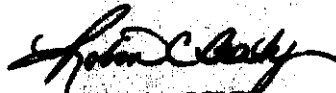
1. Form L-100;
2. Certificate of Limited Partnership (Original and conformed copy);
3. This firm's check in the amount of \$60.00 for the filing fees; and
4. This firm's check in the amount of \$50.00 for the expedition fee.

I would appreciate your assistance in expediting the filing of this limited partnership, as evidence of the formation of the corporation is needed as soon as possible.

Thank you for your assistance in this matter.

Very truly yours,

SLUTZKY, WOLFE AND BAILEY


ROBIN C. BEARY
LEGAL ASSISTANT

/rcb
Enclosures

SLUTZKY, WOLFE AND BAILEY
ATTORNEYS AT LAW

STANLEY K. SLUTZKY
BERNARD R. WOLFE
DANNY C. BAILEY
JOHN A. WHITE, JR.*
FLAVIA J. TUZZA**
ANDREW E. WOLF

4000 CUMBERLAND PARKWAY, N.W. - BUILDING 1300
ATLANTA, GEORGIA 30339-4503
(404) 525-8000
TELEFAX: (404) 525-8857

August 24, 1990

*ADMITTED GA AND FL
**ADMITTED GA AND NY

Secretary of State
2 Martin Luther King Jr., Drive
Plaza Level
Suite 306, West Tower
Atlanta, Georgia 30334

ATTENTION: MS. DORNE HYDE

Re: PERIMETER PLACE ASSOCIATES L. P.

Dear Ms. Hyde:

Pursuant to our conversation you will find enclosed the corrected Certificate of Limited Partnership for the above referenced partnership.

If you need anything further do not hesitate to call.

Thank you for your assistance in this matter.

Very truly yours,

SLUTZKY, WOLFE AND BAILEY


ROBIN C. BEATTY
LEGAL ASSISTANT

/rcb

Enclosure

SECRETARY OF STATE
AUG 24 9 54 AM '90
B.S.R. (1)



MAX CLELAND
Secretary of State
State of Georgia

**BUSINESS SERVICES AND REGULATION
CERTIFICATE OF LIMITED PARTNERSHIP DATA ENTRY FORM
FOR GEORGIA LIMITED PARTNERSHIP**
Suite 315 West Tower
2 Martin Luther King Jr. Drive
Atlanta, Georgia 30334
(404) 658-2817

L100

J. F. GULLION
Director

Filing Date: 8/24/90 Code: 75 Docket Number: 90236168, 161
Assigned Exam: 69 Amount: \$ _____ By: _____
Control Number: 9015887 Completed: _____

DO NOT WRITE ABOVE THIS LINE - SOB USE ONLY

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

II. Partnership Name: PERIMETER PLACE ASSOCIATES L. P.
Mailing Address: 4920 ROSWELL ROAD, SUITE 29
City: ATLANTA County: FULTON State: GEORGIA Zip Code: 30342

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

IV. Fees Submitted By: SLUTZKY, WOLFE AND BAILEY
Amount of Check: \$ 60.00 Check Number: 4334

V. List each general partner. Attach list if necessary:
General Partner: AMERICAN STAR DEVELOPMENT, INC.
Business Address: 4920 ROSWELL ROAD, SUITE 29
City: ATLANTA State: GEORGIA Zip Code: 30342
General Partner: LOTT PROPERTIES LTD., a Georgia Limited Partnership
Business Address: 1101 N. PETERSON AVENUE, P. O. BOX 269
City: DOUGLAS State: GEORGIA Zip Code: 31533
General Partner: _____
Business Address: _____
City: _____ State: _____ Zip Code: _____

VI. Latest Date Partnership Will Be Dissolved: DECEMBER 21, 2060

VII. Registered Agent/Office: WILLIAM S. HARVIN
Address: 4920 ROSWELL ROAD, SUITE 29
City: ATLANTA County: FULTON State: GEORGIA Zip Code: 30342
Telephone: (404) 438-8000

VIII. Applicant/Attorney: BERNARD R. WOLFE
Address: 4000 CUMBERLAND PARKWAY, N.W., BUILDING 1300
City: ATLANTA State: GEORGIA Zip Code: 30339

NOTICE: Attach the original and one conformed copy of the Certificate of Limited Partnership, Secretary of State filing fee, and name confirmation and file with the Secretary of State. This form does not replace the Certificate of Limited Partnership. The Certificate of Limited Partnership must be signed by ALL General Partners. I understand that the information on this form will be used in the Secretary of State Public Information data base.

Signed: B. R. Wolfe Date: 8/23/90

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

DOCKET NUMBER : 022630585
CONTROL NUMBER: K015887
EFFECTIVE DATE: 09/20/2002
REFERENCE : 0007
PRINT DATE : 09/20/2002
FORM NUMBER : 146

SHERWOOD NANCE
1201 N. PETERSON AVENUE
DOUGLAS, GA 31533

CERTIFICATE OF AMENDMENT

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the certificate of limited partnership of

PERIMETER PLACE ASSOCIATES L.P.
A DOMESTIC LIMITED PARTNERSHIP

has been amended by the filing of a certificate of amendment in the Office of the Secretary of State and by the paying of fees as required by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said certificate of amendment.

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



Cathy Cox

Cathy Cox
Secretary of State

022 630585

**PERIMETER PLACE ASSOCIATES, L.P.
AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP**

The undersigned, being the sole General Partner of **PERIMETER PLACE ASSOCIATES, L.P.**, a Georgia limited partnership (the "Partnership"), Georgia File No. K015887, hereby makes, acknowledges, and files this Amended and Restated Certificate of Limited Partnership pursuant to the provisions of the Georgia Revised Uniform Limited Partnership Act (O.C.G.A. ' 14-9-100 *et. seq.*).

1. Name of Partnership. The Partnership's name is **PERIMETER PLACE ASSOCIATES, L.P.**

2. Address of Registered Office and Name and Address of the Initial Agent for Service of Process. The address of the registered office for the Partnership and the name and address of the initial agent for service of process is Francis M. Lott, 1201 N. Peterson Avenue, Douglas, Georgia 31533.

3. Names and Business Addresses of The General Partner.

Perimeter Place Center, LLC
1201 N. Peterson Ave.
Douglas, Georgia 31533

4. Date of Dissolution of Limited Partnership. The Partnership shall continue until December 31, 2050.

5. Authority of General Partner. The General Partner, acting alone and without the consent of the Limited Partners, shall have the power and authority to take such action from time to time as he may deem to be necessary, appropriate, or convenient in connection with the management and conduct of the business and affairs of the Partnership, including, without limitation, the following powers:

(a) To acquire or dispose of real property (including any interest therein) for cash, securities, other property, or any combination thereof upon such terms and conditions as the General Partner may, from time to time, determine (including, in instances where the property is encumbered, on either an assumption or a "subject to" basis);

(b) To finance the Partnership's activities either with the seller of the property or materials or by borrowing money from third parties, all on such terms and conditions as the General Partner deems appropriate. In instances where money is borrowed for Partnership purposes, the General Partner shall be, and hereby is, authorized to pledge, mortgage, encumber, or grant a security interest in

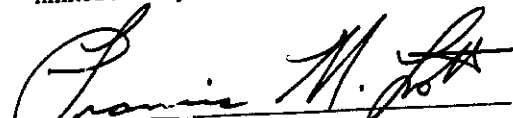
the property or materials acquired and/or other Partnership assets for the repayment of such loans;

(c) To employ, retain, or otherwise secure or enter into other contracts with personnel or firms to assist in acquiring, developing, improving, managing, and operating of the Partnership's business, including, but not limited to attorneys, accountants, architects, business consultants, contractors and engineers, all on such terms and for such consideration as the General Partner deems advisable; and

(d) To take any and all other actions which are permitted under applicable law and which are customary or reasonably related to the Partnership's business.

IN WITNESS WHEREOF, the General Partner of the Partnership has hereunto set its hand effective as of the 17 day of May, 2002.

PERIMETER PLACE CENTER, LLC, a Georgia
limited liability company

By: 
FRANCIS M. LOTT, President

02 SEP 20 AM 11:00
RECEIVED
SECRETARY OF STATE
STATE OFFICE

September 17, 2002

Secretary of State
238 E. Second Street
Tifton, GA 31794
ATTN: Delphine Carter

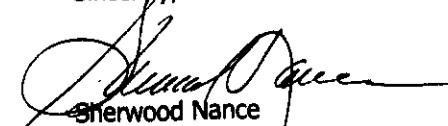
Dear Delphine:

Enclosed please find Amended and Restated Certificate of Limited Partnership for Perimeter Place Associates, L.P. and the \$20 fee for processing. Certificate of Amendment should be mailed to:

Perimeter Place Associates, LP
1201 N. Peterson Avenue
Douglas, GA 31533
ATTN Sherwood Nance

Thanks.

Sincerely,


Sherwood Nance
1201 N. Peterson Avenue
Douglas, GA 31533
912/384-0700 x551