

Commonwealth of Kentucky

OFFICE OF
SECRETARY OF STATE

DREXELL R. DAVIS
Secretary



FRANKFORT,
KENTUCKY

SECRETARY OF STATE
RECEIVED
NOV 23 1977
CR 135
Commonwealth of Kentucky
78546

FOREIGN LIMITED PARTNERSHIP APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Kentucky Revised Statutes Chapter 362, the _____
FRAZER INVESTMENT ASSOCIATES, LTD.

a foreign limited partnership organized under the laws of the state of GEORGIA
the home office address of which is 6175 BLACKWATER TRAIL
ATLANTA, GEORGIA 30328

hereby applies for a Certificate of Authority to transact business in the Commonwealth
of Kentucky and submits the following therefor:

(1) A certified copy of its articles of partnership and all existing amendments
thereto; and

(2) (a) Designates as its process agent PAUL A. BRADEN
whose address is Suite 205, Executive Towers, Corbin, Kentucky 40701

(b) Designates the same address for its registered office.

Dated November 21, 1977.

ORIGINAL COPY
FILED AND RECORDED
SECRETARY OF STATE OF KENTUCKY
FRANKFORT, KENTUCKY

NOV 23 1977

Drexell R. Davis
SECRETARY OF STATE

THE FRAZER COMPANY
Signed *Dr. Thomas E. Daniel* PRESIDENT
GENERAL PARTNER

INSTRUCTIONS

1. \$35.00 filing fee must accompany the application. Make check payable to Kentucky State Treasurer.
2. Mail filing fee and application with articles of partnership to Secretary of State, Capitol Building, Frankfort, Kentucky 40601.
3. Articles of partnership must be certified by office where articles are filed for record.

CERTIFICATE OF LIMITED PARTNERSHIP
OF
FRAZER INVESTMENT ASSOCIATES, LTD.


72546

The undersigned, desiring to evidence the formation of a limited partnership (the "Partnership") pursuant to the laws of the State of Georgia to be called "FRAZER INVESTMENT ASSOCIATES, LTD.," and pursuant to the requirements of Ga. Code Ann § 75-403, do, either individually or by their duly authorized attorneys-in-fact, hereby certify and swear as follows:

I.

The name of Partnership is "FRAZER INVESTMENT ASSOCIATES, LTD." or such other name as shall from time to time be determined by the General Partner.

II.

 The character of the business of the Partnership shall be ~~to purchase, acquire, lease, sell or otherwise deal in gas compression equipment and~~ to engage in any and all business activities ~~related or incidental thereto, or not~~ specifically prohibited to limited partnerships in Georgia.

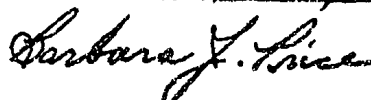
III.


The location of the principal place of business of the Partnership shall be 6175 Blackwater Trail, Atlanta, Georgia 30328, or such other place or places as the General Partner may from time to time determine.

IV.

The name and residence addresses of the General Partner and the Limited Partner (the "Partners") in the Partnership are as follows:

GEORGIA, Fulton County, Clerk's Office Superior Court
Filed & Recorded Nov 17, 1977 at 12:39 P.M.

 CLERK


1

GENERAL PARTNER:

The Frazer Company
P.O. Box 3093
Pompano Beach Station
Pompano Beach, Florida 33062

LIMITED PARTNERS:

Jean Appleton
3016 Michigan Avenue
Portsmouth, Ohio


V.

The Partnership's existence shall commence on the date upon which this Certificate of Limited Partnership is filed for record in the Office of the Clerk of the Superior Court of Fulton County, Georgia, as prescribed by Ga. Code Ann. § 75-403, and shall continue thereafter until such time as it is terminated by law or in accordance with the terms of the Limited Partnership Agreement.

VI.

The Partnership is divided into one hundred (100) Units, each Unit being equal to a one percent (1%) interest in and to the profits and losses of the Partnership. The capital contribution and number of units owned by the Limited Partner (the "Limited Partnership Units") are as follows:

<u>Name</u>	<u>Capital Contribution</u>	<u>Units</u>	<u>% Interest In Partnership</u>
Jean Appleton	\$100.00	50	50%

J.A.


VII.

In no event shall the Limited Partner be required to make any additional contributions to the capital of the Partnership.

VIII.

There is no agreed upon time for the return of capital contributions to the Limited Partner.

IX.

The profits and losses of the Partnership shall be allocated in accordance with respective ownership of Partnership Units by the Partners.

X.

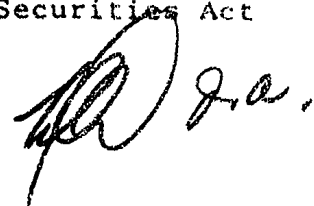
The Partnership Units of a Limited Partner shall be assignable, and the assignee of the Partnership Units of a Limited Partner shall become a Substituted Limited Partner subject, however, to complying with the following requirements:

(a) No transfer, resale or assignment, or offer to transfer, resell or assign the Partnership Units, may be made to any person whether a resident or non-resident of the State of Georgia, prior to one (1) year after closing of the purchase of the Partnership Units.

(b) Subsequent to one (1) year after the closing of the purchase of the Units, any permitted transfer, resale or assignment shall be conditioned upon the following requirements and limitations:

(1) A Limited Partner must obtain the written consent of the General Partner to transfer less than 100% of its Partnership Units;

(2) The Partnership shall have first received from its legal counsel an opinion that such transfer, sale or assignment will not result in a violation of any provisions of the Federal Securities Act of 1933, as amended, or the Georgia Securities Act of 1973, as amended;



(3) The documents pertaining to such sale, assignment or transfer shall be satisfactory in form to the General Partner;

(4) The transferring Limited Partner shall pay reasonable expenses incurred in connection with such transfer or assignment, including, but not limited to, legal fees and costs; and

(5) The assignee agrees to assume all present and future obligations of the transferring Limited Partner.

XI.

The General Partner may admit additional Limited Partners with the written consent of the holders of at least seventy-five percent (75%) of the Limited Partnership Units.

XII.


No Limited Partner has any priority whatsoever over another Limited Partner, either as to contributions of capital or as to income of the Partnership.

XIII.

There is only one General Partner. There is no General Partner that is an individual, and therefore no provision is made for the right of a remaining General Partner or Partners to continue the business on the death, retirement or insanity of a General Partner.

XIV.

No Limited Partner shall have the right to demand or receive property other than cash in return for his capital contribution.

 J. a.

IN WITNESS WHEREOF, the Partners have executed this Certificate this 20th day of SEPTEMBER, 1977.

GENERAL PARTNER:

THE FRAZER COMPANY

By: Thomas E. Donald (SEAL)
Its: PRESIDENT

Attest: W. H. Appleton (SEAL)
Its: SECRETARY

P. O. Donnell (SEAL)
Witness

(CORPORATE SEAL)

Sworn to, subscribed and delivered before the undersigned this 20th day of Sept, 1977.

Frank H. Curd
Notary Public
Notary Public, Georgia, State at Large
My Commission Expires Oct. 6, 1980

LIMITED PARTNERS:

W. H. Appleton (SEAL)
Witness
Jean Appleton (SEAL)
Jean Appleton

Sworn to, subscribed and delivered before the undersigned this 20th day of Sept, 1977.

Frank H. Curd
Notary Public
Notary Public, Georgia, State at Large
My Commission Expires Oct. 6, 1980

J. A.

NP SEAL

N.P. SEAL

STATE OF GEORGIA

COUNTY OF FULTON

I SUSAN E. ROBERTS Deputy Clerk of
the Superior Court of Fulton County, Georgia, do hereby certify
that the within and foregoing is a true and correct copy of

CERTIFICATE OF LIMITED PARTNERSHIP OF:

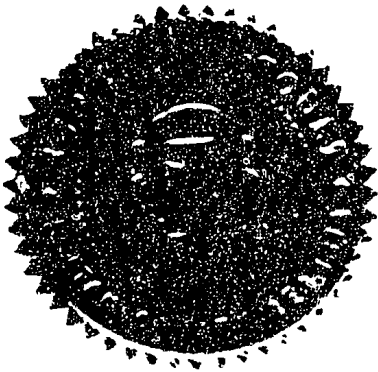
FRAZER INVESTMENT ASSOCIATES, LTD.

RECORDED IN BOOK 108 PAGES 67-71
FULTON COUNTY RECORDS
FULTON COUNTY, GEORGIA

all of which appears of file and record in this Office.

Given under my hand and seal of Office.

This the 17th day of November 1977



Susan E. Roberts

DEPUTY CLERK, SUPERIOR COURT
FULTON COUNTY, GEORGIA

TROUTMAN, SANDERS, LOCKERMAN & ASHMORE
ATTORNEYS AT LAW
CLANDLER BUILDING
ATLANTA, GEORGIA 30303
404 555 8000
CABLE TELETYPE

WRITING INSTRUMENT NUMBER
658-8029

November 18, 1977

Secretary of State
Capitol Building
Frankfort, Kentucky 40601

Re: Frazer Investment Associates, Ltd:
Qualification in Kentucky

Dear Sir:

Enclosed for the qualification in Kentucky of the above-referenced Georgia limited partnership, please find the following:

1. Duplicates of the Commonwealth of Kentucky form "Foreign Limited Partnership Application for Certificate of Authority;"
2. Copy of the Certificate of Limited Partnership certified by the Clerk of the Superior Court of Fulton County, Georgia;
3. This firm's check in the amount of \$35.00 to cover the \$25.00 filing fee and \$10.00 recording fee of the Certificate of Limited Partnership.

I trust that the above represents all that you require to authorize a foreign limited partnership to do business in Kentucky.

Very truly yours,

Craig A. Wagner
Craig A. Wagner

CAW:ruc

Encl.