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CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
850-222-1092

900003251419--3
-05/15/00--01002--004
****490.00 ****490.00

Corporation(s) Name

900003251419--3
-05/18/00--01028--006
****35.00 ****35.00

LP-35

Tellepsen Services Company, L.P.

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DIVISION OF CORPORATIONS
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| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> LLC | | |
| <input checked="" type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Ch. RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies (4) | <input type="checkbox"/> CUS |
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

1. Tellepsen Services Company, L.P.
(Name of limited partnership as it is in the home state)

2. _____
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED" or "LTD.")

3. Texas 4. August 17, 1999
(State of Formation) (Date of Formation)

5. CT Corporation System
(Name of Registered Agent for Service of Process)

6. 1200 South Pine Island Road
(Street Address of Registered Office)

Plantation, Florida 33324
(City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process:

Victor Alfano
(Agent must sign on this line)

**VICTOR ALFANO
ASSISTANT SECRETARY**

8. 777 Benmar, Suite 400

Houston, TX 77060
(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS

STREET ADDRESS

Tellepsen Group, L.L.C. 777 Benmar, Suite 400, Houston, TX 77060

M WSOVVUUU926

10. 777 Benmar, Suite 400, Houston, Texas 77060
(Office where Names, Addresses and Contributions of Limited Partners are kept.)

11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

CONTINUED

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12. 777 Benmar, Suite 400

Houston, TX 77060

(Mailing Address of Limited Partnership)

Under penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 8 day of May, 2000

Kay Dee Stella

Kay Dee Stella, Manager, Tellepsen Group, L.P.
General Partner

STATE OF Texas

COUNTY OF Harris

On this 8 day of May, 2000

Kay Dee Stella

personally appeared before me,

who is personally known to me

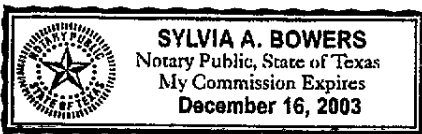
whose identity I proved on the basis of

Sylvia A. Bowers
(Notary Public Signature)

Sylvia A. Bowers
(Notary's Printed Name)

Seal

My Commission Expires: 12-16-03



SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY 12 PM 11:21

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Kay Dee Stella, Manager, Tellepsen Group, L.L.C.
a general partner of Tellepsen Services Company, L.P., a (an) Texas
limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

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- 1. The amount of capital contributions of the limited partners is \$ 2,141,347.
- 2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 70,000.

Under the penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 8th day of May, 2000

Kay Dee Stella Kay Dee Stella
General Partner Manager, Tellepsen Group, L.L.C.

STATE OF Texas
COUNTY OF Harris

On this 8th day of May, 2000

Kay Dee Stella, personally appeared before me,

- who is personally known to me
- whose identity I proved on the basis of _____

Sylvia A. Bowers
(Notary Public Signature)

Sylvia A. Bowers
(Notary's Printed Name)

Seal My Commission Expires: 12-16-03

