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C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 (850)222-1092

City State Zip Phone

CORPORATION(S) NAME

Genesis Capital Partners XI, Ltd.

800003368938
-08/23/00--01036--029
*****87.50 *****87.50

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LAURA EARNEST

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BYC 8/23

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

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1. Genesis Capital Partners XI, Ltd.
(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 8, 2000
(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:

Randy C. Shelley SPECIAL ASSISTANT SECRETARY
(Agent must sign on this line)

8. 13154 Coit Road, Suite 102

Dallas, Texas 75240
(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS	STREET ADDRESS
GCP XI GP, LLC	13154 Coit Road, Suite 102
MUGOUU001682	Dallas, Texas 75240

10. 13154 Coit Road, Suite 102, Dallas, Texas 75240
(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of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

12. 13154 Coit Road, Suite 102, Dallas, Texas 75240

(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 18th day of August, 2000

[Signature]
General Partner

STATE OF Texas

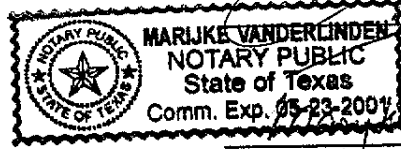
COUNTY OF Dallas

On this 18th day of August, 2000

David F. Castilla personally appeared before me,

who is personally known to me

whose identity I proved on the basis of _____



[Signature] (Notary Public Signature)

M. van der Linden
(Notary's Printed Name)

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

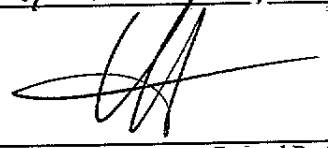
BEFORE ME the undersigned personally appeared David E. Castilla
a general partner of Genesis Capital Partners XI, Ltd. a(an) Texas
limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

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1. The amount of capital contributions of the limited partners is \$ 1,000.00.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 1,000.00.

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 18th day of August, 2000.



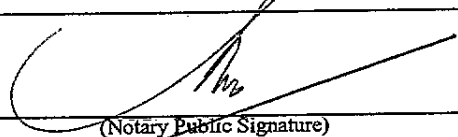
General Partner

STATE OF Texas
COUNTY OF Dallas

On this 18th day of August, 2000,

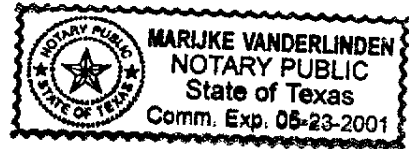
David E. Castilla personally appeared before me,

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



(Notary Public Signature)

Marijke W. van der Linden
(Notary's Printed Name)



Seal

My Commission Expires: 05/23/2001