

1204 HAYS STREET
TALLAHASSEE, FL 32304
904-222-9171
904-222-0393 FAX

800-342-8086



B95000000165

ACCOUNT NO. : 072100000032

REFERENCE : 592631 86901M

AUTHORIZATION : 500001487125

-05/15/95--01024--005

COST LIMIT : \$ PREPAID

***1785.00 ***1785.00

ORDER DATE : May 8, 1995

ORDER TIME : 10:06 AM

ORDER NO. : 592631

CUSTOMER NO: 86901M

CUSTOMER: Ms. Adriana Maravilla
Prentice Hall Legal &
33north LaSalle Street
Suite 1925
Chicago, IL 60602

(h/c) 5/8/95
C. TAX FILING 1750
AGENT FEE 35
COPY
TOTAL 1785

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY -8 PM 6:25

BANK BALANCE DUE
FOREIGN FILINGS FEE

NAME: FINCO INVESTMENTS, LTD.

PROFIT
 NON-PROFIT

CORPORATE
 LIMITED PARTNERSHIP

QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

Florida Department of State, Jim Smith, Secretary of State

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

1. FINCO Investments, Ltd.
(Name of limited partnership as it is in the home state;

2. FINCO of Texas, Ltd.
(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. _____
(State of Formation) (Date of Formation)

5. The Prentice-Hall Corporation System, Inc.
(Name of Registered Agent for Service of Process)

6. 1201 Hays Street, Suite 105
(Street Address of Registered Office)
Tallahassee , Florida 32301
(City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process.
The Prentice-Hall Corporation System, Inc.
By: [Signature]
(Agent must sign on this line)

8. 99 Detering, Suite 200, Houston, TX 77007
(Address of Registered Office required in State of Formation or, if not required, Address of Principal Office.)

9. NAME OF GENERAL PARTNERS	SPECIFIC ADDRESS
FINCO Management, Inc.	99 Detering, Suite 200, Houston, TX 77007

F95000002234

10. 99 Detering, Suite 200, Houston, TX 77007
(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of the limited partner or limited partners until the limited partnership's registration in Florida is cancelled or withdrawn.

12. 99 Detering, Suite 200, Houston, TX 77007
(Mailing Address of Limited Partnership)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY -8 PM 6:25

This 2nd day of May, 19 95.

FINCO Management, Inc.

By:

Gordon Pilmer
General Partner

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY - 8 PM 6:25

STATE OF

COUNTY OF

THE FOREGOING instrument was acknowledged and sworn to before me this 2nd day of May, 19 95, by Gordon Pilmer (Name of General Partner) of

an officer of the Corporate General Partner of FINCO Investments, Ltd.

(Name of Limited Partnership), A Texas (State or Country) Limited Partnership, on behalf of the Limited Partnership.

Mary A Dalayor

Notary Public

State of Texas at Large



My Commission Expires:

6/27/98

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Gordon Pilmer, an officer of FINCO Management, Inc. a general partner of FINCO Investments, Ltd., a (an) Texas, limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 2,901,834.

2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 1,348,000.00.

This 2nd day of May, 1995.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury I declare that I have read the foregoing and that the facts are true, to the best of my knowledge and belief.

By: *Gordon Pilmer* General Partner
FINCO Management, Inc. Vice President
95 MAY - 8 PM @ 25
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

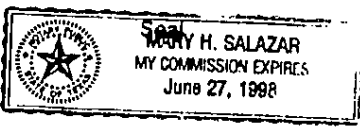
STATE OF TEXAS
COUNTY OF HARRIS
DATE May 2, 1995

*An officer of FINCO Management, Inc.

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared *Gordon Pilmer (General Partner, known to me and know by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as General Partner of said partnership.

IN WHITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 2nd day of May, 1995.

Mary H. Salazar
Notary Public



State of Texas at Large
My Commission Expires: 6/27/98

**FILE ON OR BEFORE DECEMBER 31, 1995 OR PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE**

LIMITED PARTNERSHIP
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Sandra Morham
Secretary of State
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JAN -3 AM 8:20

A

1. Name of Limited Partnership
**1a. DOCUMENT #
B9500000165**

FINCO INVESTMENTS, LTD.

DO NOT WRITE IN THIS SPACE

Mailing Address: **99 DETERING, SUITE 200
HOUSTON TX 77007**
Principal Office Address: **99 DETERING, SUITE 200
HOUSTON TX 77007**

2. New Mailing Address: If Applicable
Suite, Apt #, etc: **400001687824
-01/12/96--01018--012**
City, State & Zip: ******576.25 ****576.25**

2a. New Principal Office Address: If Applicable
Suite, Apt # etc:

If above addresses are incorrect in any way, line through the incorrect information and enter correct address in Block 2 and/or 2a
3. Date Formed or Registered to Do Business in **FLORIDA 05/08/1995**
3a. Date of Last Report
4. State or Country of Formation: **TX**

5a. Capital Contributions as Shown on Record: **\$1,348,000.00**
5b. Amount of Capital Contributions in FLORIDA to date: **1,348,000.00**
6. FEI Number: **76-0426109**

7. CERTIFICATE OF STATUS REQUIRED
Applied For: Not Applicable
\$275 Additional Fee required for a Certificate of Status

8. FEES: 1.) Filing Fee: Computed at a rate of \$7 per \$1,000 on amount entered in 5b or 5a if 5b blank, with a minimum filing fee of \$52.50 and a maximum of \$437.50
2.) Supplemental Fee: \$138.75 (pursuant to section 607.193, F.S.)
THE AMOUNT DUE SHALL BE NO LESS THAN \$191.25 (\$52.50 + \$138.75) AND NO MORE THAN \$576.25 (\$437.50 + \$138.75)
Note: If the amount entered in 5b is greater than amount entered in 5a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee
MAKE CHECK PAYABLE TO FLORIDA DEPT. OF STATE

9. Name and Address of Current Registered Agent
**THE PRENTICE-HALL CORPORATION SYSTEM, INC.
1201 HAYS STREET, SUITE 105
TALLAHASSEE FL 32301**

10. If changed, new Registered Agent/Office
Name:
Street Address (P.O. Box Number is Not Acceptable):
Suite, Apt #, etc:
City: **FL** Zip Code:

10a. Pursuant to the provisions of sections 620.1051 and 620.192, Florida Statutes, the above-named limited partnership organized or registered under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by its general partner(s) hereby to accept the appointment of registered agent. I am familiar with and accept the obligations of section 620.192, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment) _____ DATE _____

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY

11. Name(s) of General Partner(s)	11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers.)	11b. City, State & Zip Code	11c. Registry Document Number
FINCO MANAGEMENT, INC.	99 DETERING, SUITE 20	HOUSTON TX 77007	F9500000234

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effects as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by Chapter 620, Florida Statutes.

SIGNATURE: *Harvy A. Finger*
MARVY A. FINGER, PRESIDENT OF FINCO MANAGEMENT, INC., GENERAL PARTNER
DATE: **12/29/95**
Telephone Number: **(713) 864-3313**

CR2E003 (6/95)