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B96000000217

CF CORPORATION SYSTEM

Requestor's Name

660 EAST JEFFERSON STREET

Address

TALLAHASSEE FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

96 JUN 14 PM 1:09

SECRETARY OF STATE

400001870074

-06/20/96--01084--004

*****17.50 *****17.50

Heritage Operating, L.P.

WILLIAM B. ...

Heritage Operating, Limited Partnership

400001870074

-06/20/96--01084--005

*****70.00 *****70.00

- Profit
- NonProfit
- Limited liability Company
- Foreign
- Limited Partnership
- Reinstatement
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- Walk In
- Mail Out
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- Photo Copies
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Florida Department of State, Jim Smith, Secretary of State

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

1. Heritage Operating, L.P.
(Name of limited partnership as it is in the home state;)

2. Heritage Operating, Limited Partnership
(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. Delaware (State of Formation) 4. April 18, 1996 (Date of Formation)

5. C T CORPORATION SYSTEM
(Name of Registered Agent for Service of Process)

6. c/o C T Corporation System, 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.

Connie Bryan
(Officer must sign on this line)
Connie Bryan, Special Assistant Secretary
(Type Name and Title of Officer)

8. Corporation Trust Center, 1209 Orange Street, Wilmington, DE 19801
(Address of Registered Office required in State of Formation or, if not required, Address of Principal Office.)

9. NAME OF GENERAL PARTNERS SPECIFIC ADDRESS
Heritage Holdings, Inc. J.L.H. 8801 S. Yale, Ste. 310, Tulsa, OK 74137
Heritage Operating, L.P. *9460000-2981*

10. 8801 South Yale, Ste. 310, Tulsa, OK 74137
(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of the limited partner or limited partners until the limited partnership's registration in Florida is cancelled or withdrawn.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. 8801 South Yale, Ste. 310, Tulsa, OK 74137
(Mailing Address of Limited Partnership)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JUN 14 PM 1:09

This 29th day of May, 1996

Heritage Holdings, Inc.

H. Michael Krimbill
General Partner

By: H. Michael Krimbill, Vice Pres.

STATE OF

COUNTY OF

THE FOREGOING instrument was acknowledged and sworn to before me this 29th day of MAY, 1996, by Michael Krimbill, Vice President (Name of General Partner) of Heritage Holdings, Inc., general partner of Heritage Operating, L.P. (Name of Limited Partnership), A Delaware (State or Country) Limited Partnership, on behalf of the Limited Partnership.

Daniel L. Smith

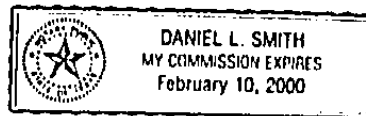
Notary Public
State of TEXAS at Large

(SEAL)

My Commission Expires:

2/10/96

96 JUN 16 PM 1:09
SECRETARY OF STATE
CLERK



AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME the undersigned personally appeared H. Michael Krimbill, Vice President of Heritage Holdings, Inc. the General Partner of Heritage Operating, L.P., a Delaware limited partnership, hereinafter referred to as the "Partnership," who certifies as follows:

- 1. The amount of capital contributions of the limited partners of the Partnership is \$ 989,000.
- 2. The anticipated amount of the capital contributions of the limited partners of the Partnership that is allocated for the purposes of transacting business in Florida is \$ 10,000.

This 3rd day of June, 1996

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.

HERITAGE HOLDINGS, INC.,
General Partner

H. Michael Krimbill
By H. Michael Krimbill,
Vice President

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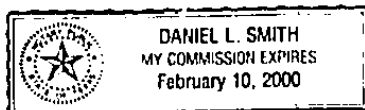
STATE OF Texas §
COUNTY OF HARRIS §
DATE 6/3/96

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 H. Michael Krimbill, Vice President of Heritage Holdings, Inc., the General Partner of Heritage Operating, L.P., known to me and known 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 WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 3rd day of JUNE, 1996.

Daniel L. Smith
Notary Public

Seal



B9600000217

Requestor's Name
 8801 South Yale, Suite 310
 Address
 Tulsa, OK 74137
 City/State/Zip Phone #

60002284226--6
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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

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DIVISION OF CORPORATIONS
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SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR A FOREIGN LIMITED PARTNERSHIP

The undersigned general partners of Heritage Operating, L.P. dba
Heritage Operating, Limited Partnership a(an) Delaware
Limited Partnership, executed this supplemental affidavit filed pursuant to section 620.176,
Florida Statutes.

The total amount of the capital contributions of the limited partners that is allocated for the
purpose of transacting business in Florida is: \$ 10,547,250.

This 21 day of August, 19 97.

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.*

General Partner(s)

Heritage Holding, Inc.
by: H. Michael Krumboltz
H. Michael Krumboltz Secretary

FEES:

\$7 per \$1,000 based on the additional contributions
(Minimum \$52.50 - Maximum \$1,750.00)