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**LAW OFFICES OF
DAVID H. HILBURN, P.C.**
4131 North Central Expressway, Suite 740
Dallas, Texas 75204-2118

*David H. Hilburn
Richard H. Peeples - Of Counsel*

TEL: (214) 521-7310
FAX: (214) 521-9778

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

TO: Qualification/Registration Section
Division of Corporations

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-12/20/96--01003--008
*****78.75 *****78.75

SUBJECT: Sheppard Foundation, A Corporation

Dear Sir or Madam:

The enclosed "Application by Foreign Not for Profit Corporation for Authorization to Conduct its Affairs in Florida" and "Certificate of Existence" are submitted to register the above referenced not for profit corporation to conduct its affairs in Florida.

We have enclosed a check for \$78.75 for registration and for a certificate of status.

Please return all correspondence concerning this matter to the following:

Richard H. Peeples
David H. Hilburn, P.C.
4131 N. Central Expwy., Suite 740
Dallas, TX 75204

For further information concerning this matter, please call:

Richard H. Peeples at (214) 521-7310

Sincerely,

Richard H. Peeples

Richard H. Peeples
RHP/jf/4.7
s:appl.she

Will wait

RECEIVED
DEC 19 PM 3:35
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 19 PM 3:48

**APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR
AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA**

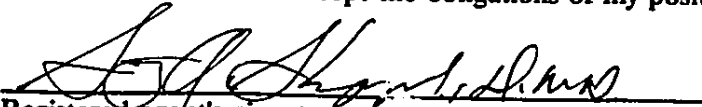
**IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED TO REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR
AUTHORIZATION TO CONDUCT ITS AFFAIRS IN THE STATE OF FLORIDA:**

1. Sheppard Foundation, A Corporation
Name of Corporation
2. Texas
State
3. 75-2679645
FEI Number
4. November 5, 1996
Date of Incorporation
5. Perpetual
Duration (year corp. will cease to exist or "perpetual")
6. December, 1996
Date corporation first conducted affairs in Florida
7. 5580 Peterson Lane, Suite 250, LB 10
Dallas, TX 75240
Current Mailing Address
8. Charitable and educational activities
Purpose(s) of corporation
9. **Name and street address of Florida registered agent:**

Dr. Stanley A. Sheppard
2801 Cline Street
Tallahassee, Florida 32313

10. **Registered agent's acceptance:**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Registered agent's signature

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. **Names and addresses of officers and/or directors**

A. DIRECTORS

Chairman: Dr. Stanley A. Sheppard
2801 Cline Street
Tallahassee, Florida 32313

Director: Marcia Sheppard
2801 Cline Street
Tallahassee, Florida 32313

Director: Stanley A. Sheppard, Jr.
11150 4th Street, #3408
St. Petersburg, Florida 33716

Director: Lee L. Sheppard
3017 Dolly Ridge Drive
Birmingham, Alabama 35243

B. OFFICERS

President: Dr. Stanley A. Sheppard
2801 Cline Street
Tallahassee, Florida 32313

Vice President: None

Secretary: Marcia Sheppard
2801 Cline Street
Tallahassee, Florida 32313

Treasurer: Marcia Sheppard
2801 Cline Street
Tallahassee, Florida 32313

NOTE: If necessary, you may attach an addendum to the application listing additional officers and or directors.

13. 
Signature of any officer listed in number 12)

Dr. Stanley A. Sheppard, Chairman
Typed name and capacity of person signing



The State of Texas

SECRETARY OF STATE

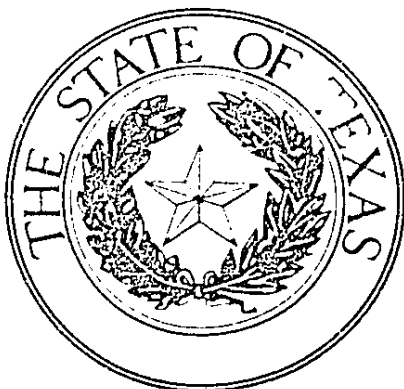
**IT IS HEREBY CERTIFIED, that
Articles of Incorporation
of**

SHEPPARD FOUNDATION

were filed in this office and a certificate of incorporation was issued on
NOVEMBER 5, 1996;

**IT IS FURTHER CERTIFIED, that no certificate of dissolution has been issued, and
that the corporation is still in existence.**

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*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on December 2, 1996.*

Antonio O. Garza, Jr.

**Antonio O. Garza, Jr.
Secretary of State**

PH