

# A98000002830

*Summit Research*  
 Requestor's Name

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Address

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City/State/Zip      Phone #

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. Merlot Investment Properties  
(Corporation Name) (Document #)
2. II, Ltd  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

FILED IN STATES  
 SECRETARY OF CORPORATIONS  
 DIVISION OF CORPORATIONS  
 98 DEC 21 PM 4:01

- Walk in     
  Pick up time     
  Certified Copy  
 Mail out     
  Will wait     
  Photocopy     
  Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<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

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 -12/21/98--01030--024  
 \*\*\*\*\*105.00 \*\*\*\*\*105.00

800002717258--6  
 -12/21/98--01030--025  
 \*\*\*\*\*35.00 \*\*\*\*\*35.00

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

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

MK  
 12/21/98  
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Examiner's Initials	
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**CERTIFICATE OF LIMITED PARTNERSHIP OF  
MERLOT INVESTMENT PROPERTIES II, LTD.**

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WHEREAS, the undersigned, desires to form a limited partnership (to be known as "**Merlot Investment Properties II, Ltd.**") pursuant to the provision of a Limited Partnership Agreement.

WHEREAS, the undersigned hereby makes, acknowledges and files with the Secretary of State of Florida the Certificate of Limited Partnership for the purpose of forming, pursuant to the aforesaid Limited Partnership Agreement, a limited partnership in accordance with the laws of the State of Florida.

NOW, THEREFORE, the undersigned hereby certifies as follows:

1. Name of Partnership: The name of the Partnership shall be **Merlot Investment Properties II, Ltd.**
  
2. Office and Agent for Service of Process: The record keeping office for the Partnership shall be 2401 Fountainview, Suite 801, Houston, Texas 77057. The agent for the service of process is Corporation Company of Miami and their address is 201 South Biscayne Boulevard, 1600 Miami Center, Miami, Florida 33131. The Partnership may change its record keeping office or its registered agent, or both, by filing with the Department of State of the State of Florida an amendment complying with this chapter.
  
3. Name and Business Address of General Partner: The name and address of the General Partner is as follows:  
  
ChrisMart, Inc.  
12210 Valley Star  
Houston, Texas 77024 **F95000003100**
  
4. Mailing Address: The mailing address for the Partnership shall be 2401 Fountainview, Suite 801, Houston, Texas 77057, attention **Merlot Investment Properties II, Ltd.**
  
5. Term. This Limited Partnership shall commence on the date upon which this Certificate of Limited Partnership is duly filed with the Office of the Secretary of State of the State of Florida, and shall continue thereto in accordance with the terms provided in the Limited Partnership Agreement until thirty-five years thereafter, unless earlier terminated in accordance with the Limited Partnership Agreement.

IN WITNESS WHEREOF, the undersigned, being first duly sworn, has hereto affixed my signature and seal, thereby executing this Certificate of Limited Partnership for the uses and purposes herein stated.

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GENERAL PARTNER:

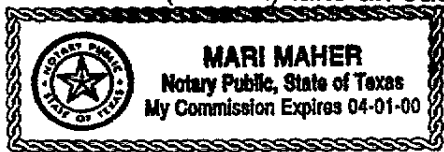
ChrisMart, Inc.

Christopher M. J. [Signature]  
Deborah Amicone

By: [Signature]  
Martin T. Hogan, President

STATE OF TEXAS )  
  )  
COUNTY OF HARRIS )

The foregoing instrument was acknowledged before me this 9<sup>th</sup> day of December, 1998, by Martin T. Hogan, as President of ChrisMart, Inc., a Texas corporation, General Partner of Merlot Investment Properties II, Ltd. who is personally known to me or who has produced a Texas Driver's License as identification and who did (did not) take an oath.



[Signature]  
Notary Public in and For the State of Texas

Having been named to accept Service of Process for the above-stated Limited Partnership, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 620.192, Florida Statutes.

Signature: [Signature]  
Name: Adrienne L. Swain  
Date: 12/18/98

AFFIDAVIT

STATE OF TEXAS )  
COUNTY OF HARRIS )

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DIVISION OF CORPORATIONS  
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The undersigned, being first duly sworn, deposes and says that:

1. He is President of ChrisMart, Inc., a General Partner of **Merlot Investment Properties II, Ltd.**
2. Capital contributions in the amount of \$477.75, \$477.75, and \$24.50 have been made by each of the respective Limited Partners of said Partnership.
3. Capital contributions in the amount of \$980.00 are anticipated to be contributed by the Limited Partners of said Partnership. The amount contributed and the total amount anticipated to be contributed by the Limited Partners is \$980.00.

This Affidavit is made for the purpose of filing with the Certificate of Limited Partnership of **Merlot Investment Properties II, Ltd.**

**ChrisMart, Inc.**

By: Martin T. Hogan  
Martin T. Hogan, President

STATE OF TEXAS )  
COUNTY OF HARRIS )

The foregoing instrument was acknowledged before me this 9<sup>th</sup> day of December, 1998, by Martin T. Hogan, as President of ChrisMart, Inc., a General Partner of **Merlot Investment Properties II, Ltd.**, who is personally known to me or who has produced a Texas Driver's License as identification and who did (did not) take an oath.



Mari Maher  
Notary Public in and For the State of Texas