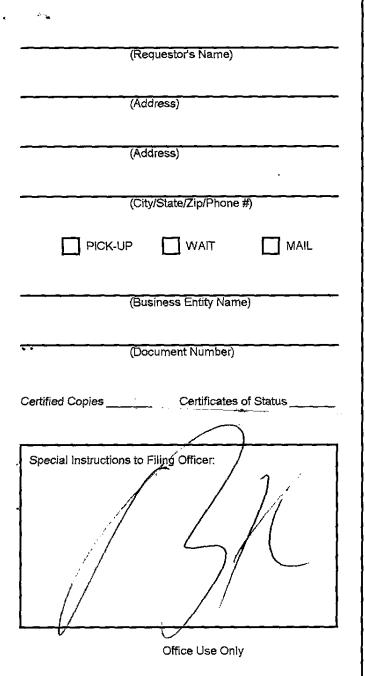
A05000000950





200053483782

D5 MAY 12 AH IO: 3

RECEIVED

05 HAY 12 HH II: 34

DEPARTURE SERVICATION



ACCOUNT NO. : 072100000032

REFERENCE: 356915 7263137

AUTHORIZATION :

COST LIMIT: \$ 33.75

ORDER DATE: May 6, 2005

ORDER TIME : 9:04 AM

ORDER_NO. : 356915-010

CUSTOMER NO: 7263137

CUSTOMER: Ms. Rebecca Wilson

Falcon Real Estate Investment

Company, Ltd. Suite 1130 5005 Lbj Freeway

Dallas, TX 75244-6138

DOMESTIC FILING

NAME: FALCON CARLYLE PARTNERS, LLLP

EFFECTIVE DATE:

XXX STATEMENT OF QUAL

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED COPY

XXX PLAIN STAMPED COPY

XXX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis - EXT. 2926

EXAMINER'S INITIALS:

STATEMENT OF QUALIFICATION FOR FLORIDA LIMITED LIABILITY LIMITED PARTNERSHIP

1.	The name of the limited partnership as identified in the records of the Florida Department of State:
	Falcon Carlyle Partners Ltd.
	Insert limited partnership's Florida document number:
	or Attach Certificate of Limited Partnership, Affidavit of Capital Contributions and applicable limited partnership filing fees.
2.	The complete name of the entity after filing Statement of Qualification shall be:
	Falcon Carlyle Partners. LLLP (Must include LLLP or L.L.L.P.)
	(Mast include LLLP of L.L.L.P.)
3.	The street address of its chief executive office: 5005 LBJ Freeway, Sutie 1130, Dallas, TX 75244-6144
4.	The street address of principal office in Florida: 2977 McFarlane Road, Suite 303, Coconut Grove FL 33133
5.	The limited partnership hereby elects to be a limited liability limited partnership.
6.	The effective date of this filing shall be: As of the date this document is filed with the Florida Secretary of State
7.	The name and Florida street address of the partnership's agent for service of process:
	Brian P. Tague, c/o Tew Cardenas, LLP, 1441 Brickell Avenue, 15th Floor, Miami, FL 33131
	e execution of this statement as a partner constitutes an affirmation under the penalties of perjury that facts stated herein are true.
Sig	ned this day of May, 2005.
	GENERAL PARTNER: FALCON CARLYLE GP, LLC, a Florida limited liability company
	By: Falcon Real Estate Investment Company, Ltd., its Manager
	By: Robert Moreira, Vice President
	LIMITED PARTNERS: FALCON SPF #14 CARLYLE, INC., a Delaware corporation
	By: Robert Moreira, Vice President