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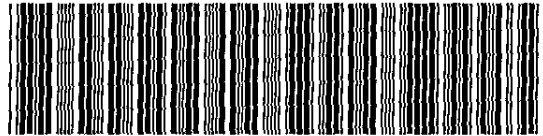
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05 MAY 12 AM 10:28  
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TALLAHASSEE, FLORIDA

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 0721000000032

REFERENCE : 356915 7263137

AUTHORIZATION :

COST LIMIT : \$ 1785

FILED  
05 MAY 12 AM 10:28  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

ORDER DATE : May 6, 2005

ORDER TIME : 9:23 AM

ORDER NO. : 356915-005

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:

ARTICLES OF INCORPORATION  
XXX CERTIFICATE OF LIMITED PARTNERSHIP  
ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
XXX PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis - EXT. 2926

EXAMINER'S INITIALS: \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

FILED  
05 MAY 12 AM 10:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

May 10, 2005

HARRY DAVIS  
CSC  
TALLAHASSEE, FL

SUBJECT: FALCON CARLYLE PARTNERS, LLLP  
Ref. Number: W05000023486

**RESUBMIT**  
Please give original  
submission date as file date.

We have received your document for FALCON CARLYLE PARTNERS, LLLP and the authorization to debit your account in the amount of \$1785.00. However, the document has not been filed and is being returned for the following:

In order to qualify for LLLP status, an LLLP qualification (filing fee \$25.00) must be filed along with the Limited Partnership Certificate and Affidavit.

If you do not wish to qualify for LLLP status at this time, you could just file the Limited Partnership Certificate and Affidavit, but in that case the name couldn't contain the LLLP suffix. You would use LTD., LIMITED, or LIMITED PARTNERSHIP.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6914.

Buck Kohr  
Document Specialist

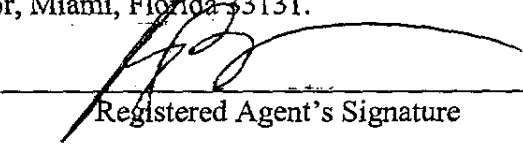
Letter Number: 805A00033389

RECEIVED  
05 MAY 12 AM 11:32  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
FALCON CARLYLE PARTNERS, Ltd.**

**FILED**  
05 MAY 12 AM 10:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. The name of the limited partnership is Falcon Carlyle Partners, Ltd.
2. The business address of the limited partnership is 5005 LBJ Freeway, Suite 1130, Dallas, Texas 75244-6144.
3. The name of the Registered Agent is Brian P. Tague.
4. The Florida street address for the Registered Agent is 1441 Brickell Avenue, Four Seasons Tower 15<sup>th</sup> Floor, Miami, Florida 33131.

  
\_\_\_\_\_  
Registered Agent's Signature

5. The mailing address for the limited partnership is 5005 LBJ Freeway, Suite 1130, Dallas, Texas 75244-6144.
6. The latest date upon which the limited partnership is to dissolve is March 31, 2030.
7. The name of the General Partners is Falcon Carlyle GP, LLC, a Florida limited liability company, whose address is 5005 LBJ Freeway, Suite 1130, Dallas, Texas 75244-6144.

L0500038487

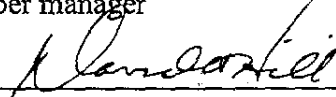
Under penalties of perjury the undersigned declares that he has read the foregoing and knows the contents thereof and that the facts stated herein are true and correct.

Signed this 27<sup>th</sup> day of April, 2005.

**GENERAL PARTNER:**

FALCON CARLYLE GP, LLC  
a Florida limited liability company

By: Falcon Real Estate Investment Company,  
Ltd., a Delaware corporation, its non-  
member manager

By:   
\_\_\_\_\_  
David A. Hill, Senior Vice President

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

The undersigned constituting as the general partner and two limited partners of **FALCON CARLYLE PARTNERS, Ltd.**, a Florida Limited Partnership certifies as follows:

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$4,600,000.00.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, the undersigned declares that he has read the foregoing and knows the contents thereof and that the facts stated herein are true and correct to the best of his knowledge and belief.

**GENERAL PARTNER:**

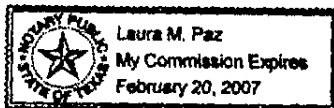
**FALCON CARLYLE GP, LLC**  
a Florida limited liability company

By: Falcon Real Estate Investment Company,  
Ltd., a Delaware corporation, its non-  
member manager

By: *David A. Hill*  
David A. Hill, Senior Vice President

STATE OF Texas )  
COUNTY OF Dallas ) SS:

SWORN TO, SUBSCRIBED AND ACKNOWLEDGED before me this 27<sup>th</sup> day of April, 2005, by David A. Hill, Senior Vice President of Real Estate Investment Company, Ltd., a Delaware corporation, the non-member manager for Falcon Carlyle GP, LLC, a Florida limited liability company the general partner of Falcon Carlyle Partners, Ltd., a Florida Limited Partnership on behalf of such entities, and who is personally known to me.



*Laura M. Paz*  
Notary Public  
Laura M. Paz  
Type, Print or Stamp Name

My Commission Expires: February 20, 2007