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660 East Jefferson Street

Address

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CORPORATION(S) NAME

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\*\*\*1793.75 \*\*\*1793.75

MB1 Flamingo Palms Limited Partnership

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J. TAX FILING 1750.00

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C. COPY 8.75

TOTAL 1793.75

N. BANK BALANCE DUE

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R91077002872

CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
MGI FLAMINGO PALMS LIMITED PARTNERSHIP

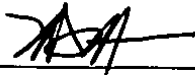
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This Certificate of Limited Partnership of MGI Flamingo Palms Limited Partnership (the "Partnership") is being executed and filed by the undersigned General Partner (the "General Partner") to form a limited partnership under the Florida Revised Limited Partnership Act (the "Act").

1. The name of the limited partnership is MGI Flamingo Palms Limited Partnership.
2. The address of the registered office of the Partnership is 19707 Turnberry Way, Unit #22J, North Miami Beach, Florida 33180, Attn: Mr. I. Ronald Morgan, and the name and address of the registered agent for service of process on the Partnership required to be maintained by Section 620.105 of the Act is C T Corporation System, 1200 South Pine Island Road, Plantation, Florida, 33324.
3. The address of the principal office in Florida where records are required to be kept or made available under Section 620.106 of the Act is 19707 Turnberry Way, Unit #22J, North Miami Beach, Florida 33180, Attn: Mr. I. Ronald Morgan
4. The name, street address and mailing address of the business of the General Partner, and the mailing address of the Limited Partnership is:  
Morgan Group Flamingo Palms, Inc.  
9801 Westheimer, Suite 1100  
Houston, Texas 77042
5. The latest date upon which the Partnership is to dissolve is forty (40) years from the date below.

IN WITNESS WHEREOF, the undersigned has hereunto set its hand this 31<sup>st</sup> day of July, 1996.

MORGAN GROUP FLAMINGO PALMS, INC.

By   
Michael S. Morgan,  
Vice President

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

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SECRETARY OF STATE

BEFORE ME, the undersigned, personally appeared Michael S. Morgan, Vice President Morgan Group Flamingo Palms, Inc., a general partner of MGI Flamingo Palms Limited Partnership, a Florida limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 617,290.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 617,290.


**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:

MORGAN GROUP FLAMINGO PALMS, INC.

By: \_\_\_\_\_

  
Michael S. Morgan,  
Vice President

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SECRET  
DIVISION OF REAL ESTATE

THE STATE OF TEXAS

§  
§  
§

COUNTY OF HARRIS

Before me, the undersigned, a Notary Public, on this day personally appeared Michael S. Morgan, Vice President of Morgan Group Flamingo Palms, Inc., known to me to be the person and officer whose name is subscribed to the foregoing instrument, and acknowledged to me that the same was the act of the said Morgan Group Flamingo Palms, Inc., a corporation, and that Michael S. Morgan has executed the same as the act of such corporation for the purposes and consideration therein expressed, and in the capacity therein stated.

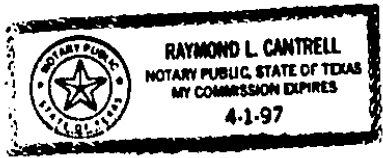
Given under my hand and seal of office this 31 day of July, 1996.

Raymond L. Cantrell  
Notary Public, State of Texas

Raymond L. Cantrell  
Printed Name of Notary

My Commission Expires:

4/1/97



HAVING BEEN NAMED AS REGISTERED AGENT AND TO RECEIVE SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THESE PROVISIONS, 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.

CT CORPORATION SYSTEM

DATE: 8/2/96

BY: Connie Bryan

Connie Bryan,  
Special Assistant Secretary

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