



THE UNITED STATES
CORPORATION
COMPANY

A97000002218

ACCOUNT NO. : 072100000032

REFERENCE : 560473 7110083

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 87.50

ORDER DATE : October 9, 1997

800002316978--4

ORDER TIME : 3:36 PM

ORDER NO. : 560473-020

CUSTOMER NO: 7110083

CUSTOMER: Mr. David Miller - 7110083
INVESTORS GENERAL, INC.

1226 Commerce Street
Suite 300
Dallas, TX 75202-4328

97 OCT 14 PM 2:22

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

DOMESTIC FILING

15V
NAME: GREENBRIAR ASSOCIATES, LTD.

EFFECTIVE DATE:

 ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stephanie Stscherban

EXAMINER'S INITIALS:

10/14/97

[Signature]



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 10, 1997

STEPHANIE STSCHERBAN
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: GREENBRIAR ASSOCIATES, LTD.
Ref. Number: W97000023183

RESUBMIT
Please give original
submission date as file date.

IS V Greenbriar Associates, LTD

We have received your document for ~~GREENBRIAR ASSOCIATES, LTD.~~ and the authorization to debit your account in the amount of \$87.50. However, the document has not been filed and is being returned for the following:

The limited partnership name designated in the document is not available since it is the same as, or not distinguishable from the name of another entity on file with this office. Please select a new name and make the substitution in all the appropriate places.

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) 487-6914.

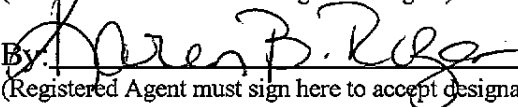
Buck Kohr
Corporate Specialist

Letter Number: 797A00049744

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DIVISION OF CORPORATIONS
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RECEIVED
97 OCT 14 PM 12:11
DIVISION OF CORPORATION

CERTIFICATE OF LIMITED PARTNERSHIP

1. IS V Greenbrier Associates, LTD.
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")
2. 1226 Commerce Street, Suite 300, Dallas, Texas 75202
(Business address of Limited Partnership)
3. Prentice-Hall Corporation System, Inc.
(Name of Registered Agent for Service of Process)
4. 1201 Hays Street, Tallahassee, Florida 32301
(Florida street address for Registered Agent)
5. By:  Karen B. Rozar, As Its Agent
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
6. 1226 Commerce Street, Suite 300, Dallas, Texas 75202
(Mailing Address of the Limited Partnership)
7. The latest date upon which the Limited Partnership is to be dissolved is December 31, 2045.
8. Name of general Partner: IS V Associates, Inc.
997000086969
Street address: 1226 Commerce Street, Suite 300
Dallas, Texas 75202

Under penalties of perjury I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 8th day of October, 1997.

Signature of all general partners:

IS V ASSOCIATES, INC.

By:


John A. Doyle, President

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

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The undersigned constituting all of the general partners of Greenbriar Associates, Ltd., a Florida limited partnership, certify:

The amount of capital contributions to date of the limited partners is \$990.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$990.00.

Signed this 8th day of October, 1997.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I declare that I have read the foregoing and know the contents thereof and that facts stated herein are true and correct.

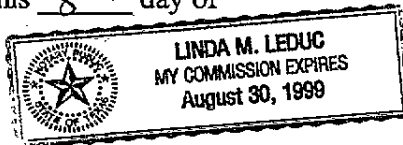
IS V ASSOCIATES, INC.

By:

John A. Doyle
John A. Doyle, President

SWORN to, subscribed and acknowledged before me
by **JOHN A. DOYLE**, as President of IS V Associates, Inc.,
the General Partner of Greenbriar Associates, Ltd.
who is personally known to me on this 8th day of
October, 1997.

Linda M. Leduc



NOTARY PUBLIC

My Commission Expires: