

A98000000926



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 782136 7110083

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 87.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 15 PM 12:55

ORDER DATE : April 15, 1998

ORDER TIME : 10:32 AM

ORDER NO. : 782136-005

CUSTOMER NO: 7110083

900002489409--0

CUSTOMER: Ms. Linda Leduc
INVESTORS GENERAL, INC.

1226 Commerce Street
Suite 300
Dallas, TX 75202-4328

DOMESTIC FILING

NAME: VALLEY HI 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: Robert Maxwell

EXAMINER'S INITIALS:

nk
4/15/98
(3)

RECEIVED
98 APR 15 PM 12:15
TELEPHONE ROOM
TOLSON

CERTIFICATE OF LIMITED PARTNERSHIP

FILED STATE
DIVISION OF CORPORATIONS
98 APR 15 PM 12:59

1. Valley Hi 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 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, 2046.
8. Name of General Partner: Investors General, Inc. F21524
Street address: 1226 Commerce Street, Suite 300
Dallas, Texas 75202
9. Valley Hi Associates, Ltd. was converted to a limited partnership from a general partnership and the former name of Valley Hi Associates, Ltd. was Valley Hi Associates.
10. The Partnership has two partners in one class which constitute one hundred percent of the ownership interests of the Partnership. All the partners of the partnership voted by unanimous consent to convert the partnership to a limited partnership.

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 14th day of APRIL, 1998.

Signature of all general partners:
INVESTORS GENERAL, INC.

By:

John A. Doyle
John A. Doyle, President

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 15 PM 12:59

The undersigned constituting all of the general partners of Valley Hi 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.

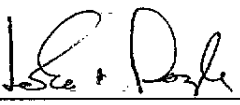
Signed this 14th ^{APRIL} day of ~~January~~, 1998.

FURTHER AFFIANT SAYETH NOT.

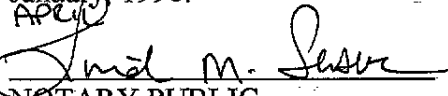
Under the penalties of perjury I declare that I have read the foregoing and know the contents thereof and that facts stated herein are true and correct.

INVESTORS GENERAL, INC.

By:


John A. Doyle, President

SWORN to, subscribed and acknowledged before me
by **JOHN A. DOYLE**, as President of Investors General, Inc.,
the General Partner of Valley Hi Associates, Ltd.
who is personally known to me on this 14th day of
~~January~~ 1998.


NOTARY PUBLIC

My Commission Expires:

