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BOARD CERTIFIED  
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June 12, 2000

MJH

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

900003294569--4  
-06/16/00--01082--013  
\*\*\*\*\*85.50 \*\*\*\*\*85.50  
900003294569--4  
-07/06/00--01098--002  
\*\*\*\*\*2.00 \*\*\*\*\*2.00

Re: Matthews, Matson & Kelley, Ltd., a Texas Limited Partnership  
Registration of Foreign Limited Partnership

Dear Ms. Secretary,

Please find enclosed an original and one copy of the "Application by Foreign Limited Partnership for Authorization to Transact Business in Florida" for the above named Texas Limited Partnership. I am also enclosing the "Certificate of Conversion" and "Certificate of Limited Partnership" for the partnership.

A check in the amount of \$85.50 for the filing fee is enclosed, which is \$52.50 for the capital contribution and \$35.00 for the designation of registered agent. Please return any necessary documents in the enclosed envelope. Thank you for your assistance.

Sincerely,

William E. Harrison

WEH/

Enclosures: Application  
Check #4014

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 AUG 21 PM 1:33



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

June 22, 2000

WILLIAM E. HARRISON  
DALE A. DOSSEY  
25025 I-45 NORTH, SUITE 320  
THE WOODLANDS, TX 77380

SUBJECT: MATTHEWS, MATSON & KELLEY, LTD.  
Ref. Number: W00000013307

We have received your document for MATTHEWS, MATSON & KELLEY, LTD. and check(s) totaling \$85.50 of which \$ has been designated to file this document. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is an additional amount of \$2.00 due. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

**LIMITED PARTNERSHIP CERTIFICATE/APPLICATION BASIC FEES**

Filing fees \$52.50 minimum - \$1750 maximum  
Registered Agent Designation \$35

The filing fee is based on the total amount contributed and anticipated to be contributed by the limited partners as shown in the affidavit at a rate of \$7 per \$1000. The filing fee for an Application to Register a Foreign Limited Partnership is based on the total amount contributed by the limited partners allocated for the purpose of transacting business in the State of Florida at a rate of \$7 per \$1000.

Certified Copy	\$52.50
(15 pages or less, \$1 for each additional page after initial 15 pages)	
Registered Agent/Office Change	\$35
Name Reservation	
(120 days nonrenewable)	\$35
Amendment	
(other than specified)	\$52.50
Affidavit Decreasing Contributions	\$52.50
Affidavit Increasing Contributions	
\$7 per \$1000 on increase only	
(\$52.50 minimum-\$1750 maximum)	
Certificate of Status or Fact	\$8.75
Cancellation	\$52.50
Resignation of Registered Agent	\$87.50

LP Annual Report/Uniform Business Report

\$7 per \$1000 of invested capital  
(\$52.50 minimum - \$437.50 maximum)  
plus Supplemental Fee of \$138.75

Reinstatement

(\$500 for each year or part thereof the  
partnership was revoked plus the delinquent  
annual report/uniform business report fees)

Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability partnership must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

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) 487-6020.

Tammi Cline  
Document Specialist

Letter Number: 500A00035424

**APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR  
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

1. Matthews, Matson & Kelley, Ltd.  
(Name of limited partnership as it is in the home state)

2. \_\_\_\_\_  
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED" or "LTD.")

3. Texas 4. December 9, 1999  
(State of Formation) (Date of Formation)

5. J. Roger Parry  
(Name of Registered Agent for Service of Process)

6. 77 Marsh Lakes Drive  
(Street Address of Registered Office)

Fernandina Beach Florida 32034  
(City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process:

  
(Agent must sign on this line)

8. 8866 Gulf Freeway, Suite 540

Houston, TX 77017  
(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS STREET ADDRESS

8866 Management, LLC	<u>MOU-1706</u>	8866 Gulf Freeway, Suite 540
a Texas LLC		Houston, TX 77017

10. 8866 Gulf Freeway, Suite 540, Houston, TX 77017  
(Office where Names, Addresses and Contributions of Limited Partners are kept.)

11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

CONTINUED

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 AUG 21 PM 1:34

12. 8866 Gulf Freeway, Suite 540

Houston, TX 77017

(Mailing Address of Limited Partnership)

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

Signed this 6<sup>th</sup> day of June, 19 2000

[Signature]  
President of General Partner

STATE OF Texas

COUNTY OF Harris

On this 6<sup>th</sup> day of June, 19 2000

Bev C. Matson

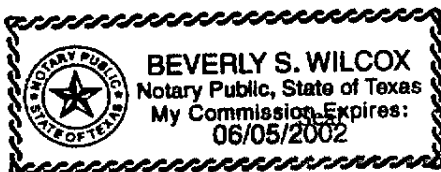
personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of \_\_\_\_\_

[Signature]  
(Notary Public Signature)

BEVERLY S. WILCOX  
(Notary's Printed Name)



My Commission Expires: 6/5/02

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP**

BEFORE ME the undersigned personally appeared Bev. C. Matsa  
*President of*  
the ~~#~~ general partner of TECS,  
limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 1000.00.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 1000.00.

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

Signed this 13<sup>th</sup> day of June, 2000.

[Signature]  
General Partner

STATE OF Texas  
COUNTY OF Harris

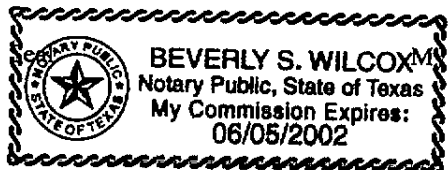
On this \_\_\_\_\_ day of June, 2000,

Bev. C. Matsa, personally appeared before me,

- ☒ who is personally known to me  
☐ whose identity I proved on the basis of \_\_\_\_\_

[Signature]  
(Notary Public Signature)

BEVERLY S. WILCOX  
(Notary's Printed Name)



Commission Expires: 6/5/02