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Amherst Securities Group

October 5, 2000



Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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Re: Registration of Foreign Limited Partnership

Dear Sir or Madam:

Enclosed please find the following required documents for registration of a foreign Limited Partnership:

- Application by Foreign Limited Partnership for Authorization to Transact Business in Florida
- Affidavit of Capital Contributions for a Foreign Limited Partnership
- Appointment of the Secretary of State the Agent for Service of Process

Our check in the amount of \$1,846.25 is attached to cover the Filing Fee, Designation of Registered Agent, Certified Copy and Certificate under Seal.

Please send acknowledgement to the following name and address:

Ms. Phyllis Darrough
Amherst Securities Group, L.P.
1900 West Loop South, 5th Floor
Houston, TX 77027

If you have any questions, please call me at 713-888-9100.

Sincerely,

Phyllis Darrough
Phyllis Darrough
Compliance Administrator

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Amherst Securities Group Inc.
1900 West Loop South
Suite 550
Houston, Texas 77027
713.888.9100
713.888.9180 FAX
800.856.1111

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

1. AMHERST SECURITIES GROUP, L.P.
(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. 8/04/2000
(State of Formation) (Date of Formation)

5. John J. Barry, IV
(Name of Registered Agent for Service of Process)

6. 1515 South Federal Highway, Suite 102
(Street Address of Registered Office)

Boca Raton Florida 33432
(City) (Zip Code)

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


(Agent must sign on this line)

8. 1900 West Loop South, 5th Floor
Houston, TX 77027
(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS

STREET ADDRESS

ASG General Partner, Inc. 1900 West Loop South, 5th Floor Houston, TX 77027

* NOTE: See enclosed Application for Amendment by Foreign Corporation to
change name of th Limited Partnership's General Partner from
Amherst Securities Group Inc. to ASG General Partner, Inc.

F-4998

10. 1900 West Loop South, 5th Floor Houston, TX 77027
(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

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TALLAHASSEE, FLORIDA

12. Amherst Securities Group, L.P.
1900 West Loop South, 5th Floor
Houston, TX 77027

(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 18th day of September, 2000

[Signature]
General Partner

STATE OF Texas

COUNTY OF Harris

On this 18th day of September, 2000

Michael W. Weathers

personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____

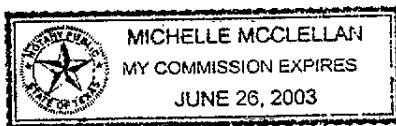
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[Signature]
(Notary Public Signature)

Michelle McClellan
(Notary's Printed Name)

Seal

My Commission Expires: June 26, 2003



AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Michael W. Weathers
a general partner of Amherst Securities Group, L.P., a(an) Texas
limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 12,000,000
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 2,500,000

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 18th day of September, 2000.


General Partner

STATE OF Texas

COUNTY OF Harris

On this 18th day of September, 2000

Michael W. Weathers, personally appeared before me

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

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


(Notary Public Signature)

Michelle McClellan
(Notary's Printed Name)

Seal

My Commission Expires: June 26, 2003

