

B030000000032

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

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STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
2003 JAN 27 PM 1:25

J. BRYAN JAN 27 2003

CT CORPORATION

January 27, 2003

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

FILED
2003 JAN 27 PM 1:25
JULY 13, 2003
TALLAHASSEE, FLORIDA

Re: Order #: 5773716 SO
Customer Reference 1: 32918.4
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

Winterhaven Properties, L.P. (TX)
Registration
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at
(850) 222-1092. Thank you very much for your help.

Sincerely,

Ashley A Mitchell
Fulfillment Specialist
Ashley_Mitchell@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

FILE
SECOND
PLEASE

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

1. Winterhaven Properties, L.P.
(Name of limited partnership as it is in the home state)

2. Texas/Winterhaven Properties, Ltd.
(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. October 9, 2002
(State of Formation) (Date of Formation)

5. C T Corporation System
(Name of Registered Agent for Service of Process)

6. c/o C T Corporation System, 1200 South Pine Island Road
(Street Address of Registered Office)

Plantation, Florida 33324
(City) (Zip Code)

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

C T Corporation System

**CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY**

Connie Bryan
(Agent must sign on this line)

8. 5201 Belmont #109, Dallas, Texas 75206

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

9. NAMES OF GENERAL PARTNERS STREET ADDRESS

#103000000 317

THS Properties, L.L.C. 5201 Belmont #109, Dallas, Texas 75206

10. 5201 Belmont #109, Dallas, Texas 75206
(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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2003 JAN 27 PM 1:25
WINTERHAVEN PROPERTIES, L.P.
ALLAHASSEE, FLORIDA

12. 5201 Belmont #109, Dallas, Texas 75206

(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.

This 9th day of October, 2002

Shirley L. Smith
General Partner

STATE OF Texas

THE PROPERTIES, L.L.C.
Shirley L. Smith, Manager

COUNTY OF Dallas

On this 9th day of OCTOBER, 2002

Shirley L. Smith personally appeared before me

☒ who is personally known to me

☒ whose identity I proved on the basis of TEXAS DRIVERS LICENSE #
06377283

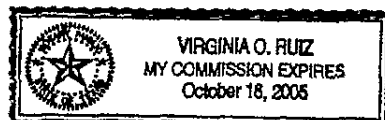
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JUDICIAL CORPORATION
TALLAHASSEE, FLORIDA

Virginia O. Ruiz
(Notary Public Signature)

Virginia O. Ruiz
(Notary's Printed Name)

Seal

My Commission Expires: 10-16-2005



AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Shirley L. Smith, Manager of THS Properties, L.L.C.
a general partner of Winterhaven Properties, 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 \$ 245,000.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 245,000.

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.

This 9th day of October, 2002


General Partner

THS PROPERTIES, L.L.C.
Shirley L. Smith, Manager

STATE OF Texas

COUNTY OF Dallas

On this 9th day of OCTOBER, 2002,

Shirley L. Smith, personally appeared before me,

☒ who is personally known to me

☒ whose identity I proved on the basis of TEXAS DRIVER'S LICENSE #

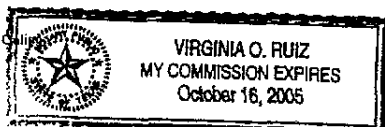
06377283


(Notary Public Signature)

Virginia O. Ruiz
(Notary's Printed Name)

Seal

My Commission Expires: 10-16-2005



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2003 JAN 27 PM 1:25
CLERK OF SUPERIOR COURT
TALLAHASSEE, FLORIDA