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FOREIGN LIMITED PARTNERSHIP
 THOUSAND TRAILS, L.P.

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

1. Thousand Trails, L.P.
(Name of limited partnership as it is in the home state)
2. KTTI Operations Thousand Trails, Limited Partnership
(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. Delaware 4. August 5, 2004
(State of Formation) (Date of Formation)
5. Corporation Service Company
(Name of Registered Agent for Service of Process)
6. 1201 Hayes Street
(Street Address of Registered Office)
- Tallahassee Florida 32301
(City) (Zip Code)
7. Acceptance by the Registered Agent for Service of Process;
Deborah D. Skipper Deborah D. Skipper
(Agent must sign on this line) Asst. V. Pres.
8. 2711 Centerville Road, Suite 400
Wilmington, DE 19808-1645
(Address of registered office required in state of formation or, if not required, address of principal office.)
9. NAMES OF GENERAL PARTNERS STREET ADDRESS
KTTI GP, LLC, 258 High Street, Suite 100, Palo Alto, CA 94301 MA 4000000
10. 3801 Parkwood Boulevard, Suite 100, P.O. Box 2529, Frisco, TX 75034
(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of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

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12. Same as above

(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 30th day of August, 2004

John Eastburn
John Eastburn, Authorized Officer of KTTI GP, LLC, the general partner

STATE OF California

COUNTY OF Santa Clara

On this 30th day of August, 2004

John Eastburn, personally appeared before me,

who is personally known to me

whose identity I proved on the basis of _____

Margaret Franssen
(Notary Public Signature)

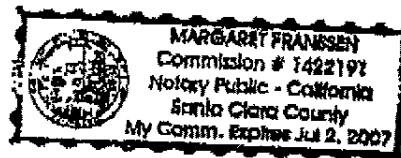
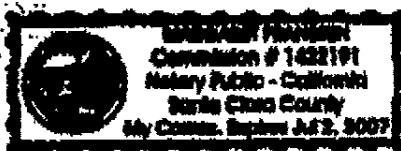
Margaret Franssen
(Notary's Printed Name)

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SANTA CLARA COUNTY

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My Commission Expires

July 2, 2007



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AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared John Eastburn
a general partner of Thousand Trails, LP, a (an) _____
limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 1.00
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 1.00.

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 _____ day of August, 2004

[Signature]
General Partner

STATE OF California
COUNTY OF Santa Clara

On this 30th day of August, 2004

John Eastburn, personally appeared before me.

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

[Signature]
(Notary's Signature)

Margaret Franssen
(Notary's Printed Name)

Seal My Commission Expires: July 2, 2007

MARGARET FRANSSEN
Commission # 1422191
Notary Public - California
Santa Clara County
My Comm. Expires Jul 2, 2007

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MARGARET FRANSSEN
Commission # 1422191
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Santa Clara County
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