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ROBERT D. REMY

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BEVERLY M. HOLLAND
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September 29, 2004

Secretary of State of Florida
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Dear Sir or Madam:

Enclosed please find the following three filings which should be made in the order listed below:

1. Transmittal Letter and Application by Foreign Corporation for Authorization to Transact Business in Florida for BTI GP, Inc. Two duplicate originals are enclosed, along with a Certificate of Existence certified by the Texas Secretary of State and a check in the amount of \$78.75 for the filing fee and a certified copy.

2. Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida for Barrios Technology, Inc. Two duplicate originals are enclosed along with a check in the amount of \$35.00 for the filing fee.

3. Application by Foreign Limited Partnership for Authorization to Transact Business in Florida for Barrios Technology, Ltd. and Affidavit of Capital Contributions for a Foreign Limited Partnership. Two duplicate originals of each of the Applications and Affidavits are enclosed along with a check in the amount of \$87.50 (\$52.50 and \$35.00) for the filing fee.

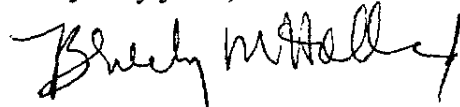
Please note that Barrios Technology, Inc., a Texas corporation, which was registered to do business in Florida, converted under Texas state law to a limited partnership, Barrios Technology, Ltd., a Texas limited partnership. BTI GP, Inc., a Texas corporation, was formed to be the general partner of Barrios Technology, Ltd. Therefore, the purposes of the enclosed filings are to register the general partner to do business in Florida, withdraw the converting corporation (Barrios Technology, Inc.) from doing business in Florida, and register the converted limited partnership (Barrios

Secretary of State
September 29, 2004
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Technology, Ltd.) to do business in Florida (although under Texas law they are the same entity and simply changed forms). I understand that Florida does not recognize foreign state law conversions for this purpose.

Please call me if you have any questions whatsoever about these filings. Thank you in advance for your assistance with this matter.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Beverly M. Holland", written in dark ink.

Beverly M. Holland

BMH
Enclosures

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

1. Barrios Technology, Ltd.
(Name of limited partnership as it is in the home state)

2. Barrios Technology, 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.")

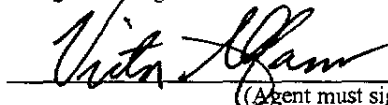
3. Texas 4. Converted from a Texas corporation
(State of Formation) effective April 30, 2004.
(Date of Formation)

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

6. 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:

 **Victor Alfano**
Assistant Secretary
(Agent must sign on this line)

8. 2525 Bay Area Blvd., Suite 300
Houston, Texas 77058-1556
(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS	STREET ADDRESS
<u>F0400000 5678</u>	
<u>BTI GP, Inc.</u>	<u>2525 Bay Area Blvd., Suite 300</u>
	<u>Houston, Texas 77058-1556</u>

10. 2525 Bay Area Blvd., Suite 300, Houston, Texas 77058-1556
(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

12. 2525 Bay Area Blvd., Suite 300

Houston, Texas 77058-1556

(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 April, 2004.

BTI GP, Inc., a Texas Corporation

By:

Sandra G. Johnson

General Partner

Sandra G. Johnson, President

STATE OF TEXAS

COUNTY OF HARRIS

On this 30th day of April, 2004

Sandra G. Johnson

, personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____

Cheri L. Stewart

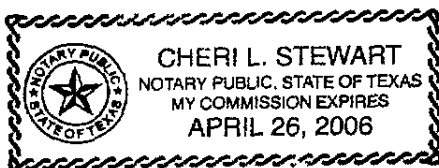
(Notary Public Signature)

Cheri L. Stewart

(Notary's Printed Name)

Seal

My Commission Expires: April 26, 2006



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TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Sandra G. Johnson, the President of BTI GP, Inc.,
a Texas corporation, the sole
*general partner of Barrios Technology, Ltd., 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 \$ * .
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ -0- (No amounts will be invested or used in Florida.)

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 30th day of April, 2004.

BTI GP, Inc., a Texas corporation

By: Sandra G Johnson

General Partner

Sandra G. Johnson, President

STATE OF TEXAS

COUNTY OF HARRIS

On this 30th day of April, 2004

Sandra G. Johnson, president of BTI GP, Inc.,
sole general partner of Barrios Technology, Ltd. personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Cheri L. Stewart
(Notary Public Signature)

Cheri L. Stewart
(Notary's Printed Name)

* The limited partnership was created by conversion from a Texas corporation pursuant to the Texas Business Corporation Act. Shares of common stock were automatically converted into partnership interests.

