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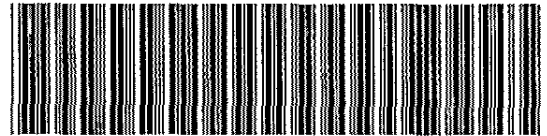
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12/22/04--01003--014 **1750.00

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DATE: 12-22-04

NAME: WINTERHAVEN VENTURE NO TWO, LP

TYPE OF FILING: APPLICATION TO TRANSACT BUSINESS

COST: CK FOR \$1,750.00 ATTACHED

RETURN:

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TALLAHASSEE FLORIDA

~~ACCOUNT: FCA000000015~~

~~AUTHORIZATION: ABBIE/PAUL HODGE~~

2223735

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

FILED
04 DEC 22 PM 1:56
SECRETARY OF STATE
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1. Winter Haven Venture No. Two, 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. December 2, 2004
(State of Formation) (Date of Formation)
5. ~~CAPITOL CORPORATE SERVICES, INC.~~ Cornerstone Management & Leasing
(Name of Registered Agent for Service of Process) Inc
6. ~~1333 NORTH DUVAL ST.~~ 1936 San Marco Blvd.
(Street Address of Registered Office)
- ~~TALLAHASSEE~~ Jacksonville Florida 32303 32207
(City) (Zip Code)
7. Acceptance by the Registered Agent for Service of Process:
Richard Romano Richard Romano
(Agent must sign on this line)
8. 1936 San Marco Blvd.
Jacksonville, Florida 32207
(Address of registered office required in state of formation or, if not required, address of principal office.)
9. NAMES OF GENERAL PARTNERS STREET ADDRESS
- St. Ives Holdings LLC 16910 Dallas Parkway
Suite 100
Dallas, Texas 75248
10. 16910 Dallas Parkway, Suite 100, Dallas, Texas 75248
(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of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.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. Winter Haven Venture No. Two, L.P.

16910 Dallas Parkway, Suite 100, Dallas, Texas 75248

(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 20th day of December, 2004

[Signature]
General Partner

STATE OF TEXAS

COUNTY OF DALLAS

On this 20th day of December, 2004

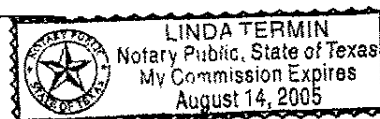
Troy Bathman, personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____

Linda Termin
(Notary Public Signature)

Linda Termin
(Notary's Printed Name)



Seal

My Commission Expires 8-14-05

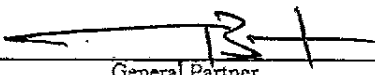
AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Troy Bathman
a general partner of Winter Haven Venture No. Two, L.P. TEXAS
limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 720,000⁰⁰
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 600,000⁰⁰

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 20th day of December, 2004


General Partner

STATE OF TEXAS

COUNTY OF DALLAS

On this 20th day of December, 2004

Troy Bathman, personally appeared before me,

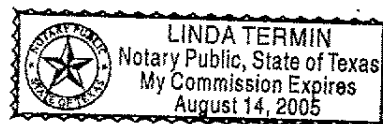
☒ who is personally known to me

☐ whose identity I proved on the basis of _____


(Notary Public Signature)

Linda Termin

(Notary's Printed Name)



Seal My Commission Expires: 8-14-05