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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

FOREIGN LIMITED PARTNERSHIP

INDEMCO, LP

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$87.50

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DIVISION OF CORPORATION

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TALLAHASSEE, FLORIDA

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

1. IndemCo, LP
(Name of limited partnership as it is in the home state)

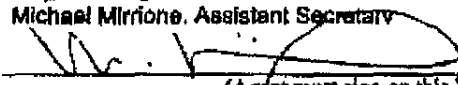
2. _____
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida;
must contain the word "LIMITED" or "LTD.")

3. Texas (State of Formation) 4. 04/04/2003 (Date of Formation)

5. NRAI Services, Inc.
(Name of Registered Agent for Service of Process)

6. 626 East Park Avenue
(Street Address of Registered Office)

Tallahassee (City) Florida 32301 (Zip Code)

7. Acceptance by the Registered Agent for Service of Process:
Michael Mirfione, Assistant Secretary

(Agent must sign on this line)

8. 777 Post Oak Boulevard, Suite 330
Houston, TX 77058
(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>IndemCo GP, LLC</u>	<u>777 Post Oak Boulevard, Suite 330, Houston, TX 77058</u>

Florida document # MD4000005738

10. 777 Post Oak Boulevard, Suite 330, Houston, TX 77058
(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of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.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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12, 777 Post Oak Boulevard, Suite 330

Houston, TX 77056

(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

[Handwritten Signature]

General Partner

IndemCo, GP, LLC, By Its Manager Edwin H. Frank, III

STATE OF Texas

COUNTY OF HARRIS

On this 20th day of DECEMBER, 2004

IndemCo, GP, LLC, By Its Manager Edwin H. Frank, III, personally appeared before me,

who is personally known to me

whose identity I proved on the basis of

[Handwritten Signature]
(Notary Public Signature)

DIANE E. CAREY
(Notary's Printed Name)

Seal

My Commission Expires: JANUARY 6, 2008



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TALLAHASSEE, FLORIDA

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared IndemCo GP, LLC By Its Manager, Edwin H. Frank III
a general partner of IndemCo, LP, 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 \$ 4800.
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.

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
IndemCo GP, LLC By Its Manager, Edwin H. Frank III

STATE OF TEXAS

COUNTY OF HARRIS

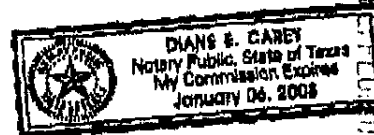
On this 20th day of DECEMBER, 2004.

IndemCo GP, LLC By Its Manager, Edwin H. Frank III, personally appeared before me,

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

(Notary Public Signature)

DIANE E. CAREY
(Notary's Printed Name)



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TALLAHASSEE, FLORIDA

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Seal My Commission Expires: JANUARY 6, 2008

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Corporations Section
P.O. Box 13697
Austin, Texas 78711-3697



Geoffrey S. Connor
Secretary of State

Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Certificate of Limited Partnership for IndemCo, LP (filing number: 800190858), a Domestic Limited Partnership (LP), was filed in this office on April 02, 2003.

It is further certified that the entity status in Texas is active.

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on December 27, 2004.



Geoffrey S. Connor
Secretary of State

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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