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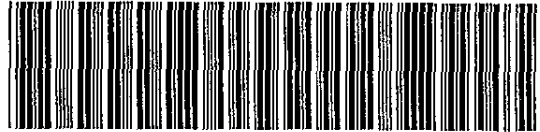
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

W04-46517

J. BRYAN DEC 21 2004

J. BRYAN JAN 25 2005

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WILSON & JOHNSON**

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GEORGE L. VARNADOE

R. SCOTT PRICE

December 9, 2004

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

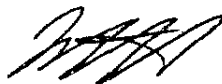
Re: CPC Real Estate, Ltd., a Texas limited partnership (the "Partnership")

Ladies and Gentlemen:

We are the attorneys for the President of the General Partner of the above referenced Partnership. Please find enclosed the Partnership's fully executed Application by Foreign Limited Partnership For Authorization to Transact Business in Florida, together with a check in the amount of \$1,785.00 in payment of the filing fee therefor. Please process the Application in your usual manner.

Please call the undersigned if you have any questions or require any additional information.
Thank you.

Very truly yours,



Jeff M. Novatt
For the Firm

JMN/lrj
Enclosures

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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

December 21, 2004

JEFF M. NOVATT
CHEFFY PASSIDOMO WILSON & JOHNSON
821 FIFTH AVENUE SOUTH, SUITE 201
NAPLES, FL 34102

SUBJECT: CPC REAL ESTATE, LTD.
Ref. Number: W04000046517

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for CPC REAL ESTATE, LTD. and your check(s) totaling \$1785.00. However, the document has not been filed and is being retained in this office for the following:

Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability partnership must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan
Document Specialist

Letter Number: 404A00070823

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WILLIAM J. DEMPSEY

STANLEY A. BUNNER, JR.

ANN HOWARD BANZET

OF COUNSEL:

GEORGE L. VARNADOE

R. SCOTT PRICE

January 21, 2005

Joey Bryan, Document Specialist
Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

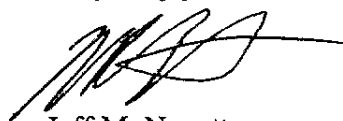
Re: CPC Real Estate, Ltd. (the "Partnership")
Reference Number: W04000046517

Dear Joey:

In response to your letter of December 21, 2004, in connection with the Partnership (a copy of your letter is enclosed for your convenience), please be advised that the general partner of the Partnership, CPC Management Co., L.L.C., was registered with the State of Florida on January 18, 2005. I trust this will now enable you to accept the Partnership's Application by Foreign Limited Partnership For Authorization to Transact Business in Florida for filing.

Please contact me if there is anything further you require. Thank you.

Very truly yours,



Jeff M. Novatt
For the Firm

JMN/lrj

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TALLAHASSEE, FLORIDA

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

1. CPC Real Estate, Ltd.
(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. 11/13/95
(State of Formation) (Date of Formation)
5. Jeff M. Novatt, Esq.
(Name of Registered Agent for Service of Process)
6. 821 Fifth Avenue South, Suite 201
(Street Address of Registered Office)
- Naples, Florida 34102
(City) (Zip Code)

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TALLAHASSEE, FLORIDA

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


(Agent must sign on this line)

8. c/o William L. Dismuke, Esq., 200 E. Lamar Blvd., Suite 500, Arlington, TX 76006

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

- | 9. NAMES OF GENERAL PARTNERS | STREET ADDRESS |
|-------------------------------------------|-------------------------------------------|
| CPC Management Co., L.L.C., #M05000000235 | |
| a Texas limited liability company | 5148 Treepoint Drive, Arlington, TX 76017 |

10. 5148 Treepoint Drive, Arlington, Texas 76017
(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. 5148 Treepoint Drive, Arlington, Texas 76017

(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 24th day of November, 2004

CPC Management Co., L.L.C., a Texas limited liability company, General Partner

By: Patsy D. Carter

Patsy D. Carter, Pres.

STATE OF FLORIDA

COUNTY OF COLLIER

On this 24 day of NOVEMBER, 2004

Patsy D. Carter

, personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____

Susan Bye
(Notary Public Signature)

SUSAN BYE
(Notary's Printed Name)

Seal

My Commission Expires: _____



Susan Bye
My Commission DD180069
Expires January 26, 2007

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TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Patsy D. Carter, as President of CPC Management Co, L.L.C.
a general partner of CPC Real Estate, 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 \$ 3,813,957.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 3,063,454.

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 24th day of November, 2004.

CPC Management Co., L.L.C., a Texas limited liability company, General Partner

By: Patsy D Carter
Patsy D. Carter, Pres. [REDACTED]

STATE OF FLORIDA

COUNTY OF COLLIER

On this 24 day of NOVEMBER, 2004

PATSY CARTER, personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____

Susan Bye
(Notary Public Signature)

SUSAN BYE
(Notary's Printed Name)

Seal My Commission Expires: _____



Susan Bye
My Commission DD180059
Expires January 26, 2007

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TALLAHASSEE, FLORIDA