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TALLAHASSEE, FLORIDA

5705



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

February 10, 2005

BILL MANNING
BOYAR & MILLER
4265 SAN FELIPE ST, STE 1200
HOUSTON, TX 77027

SUBJECT: DUBOSE MODEL HOME INCOME FUND #2, LTD.
Ref. Number: W05000007179

We have received your document for DUBOSE MODEL HOME INCOME FUND #2, LTD. and your check(s) totaling \$1596.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6025.

Trevor Brumbley
Document Specialist

Letter Number: 605A00009562

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

1. Dubose Model Home Income Fund #2, 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. October 2, 2000
(State of Formation) (Date of Formation)
5. C T Corporation System
(Name of Registered Agent for Service of Process)
6. c/o C T Corporation System, 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:
C T Corporation System
By: *Victor Alfano* **Victor Alfano**
(Agent must sign on this line) Assistant Secretary
8. _____
14405 Walters Road, Suite 310, Houston, Texas 77014
(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>Dubose GP Management, L.P.</u> | <u>3040 Post Oak Blvd., Suite 770, Houston, Texas 77056</u> |
| <u><i>✓ 6057 108</i></u> | |
| _____ | |
| _____ | |
10. 3040 Post Oak Blvd., Suite 770, Houston, Texas 77056
(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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05 MAR 14 AM 10:06
TALLAHASSEE, FLORIDA

12. _____

3040 Post Oak Blvd., Suite 770, 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 6 day of January, 2005

See Attachment I for signature page

General Partner

STATE OF Texas

COUNTY OF Harris

On this 6 day of January, 2005

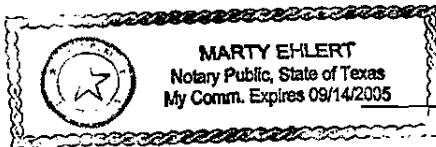
Joseph Kaplan, Chairman of Dubose GP Management, L.P. *personally appeared before me,
* the general partner of Dubose Model Home Income Fund #2, Ltd.

☒ who is personally known to me

☐ whose identity I proved on the basis of _____

Marty Ehler

(Notary Public Signature)



MARTY EHLERT

(Notary's Printed Name)

Seal

My Commission Expires: 9.14.05

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TALLAHASSEE, FLORIDA

Attachment I

**DUBOSE MODEL HOME INCOME FUND #2,
LTD., a Texas limited partnership**

By: Dubose GP Management, L.P., a Texas
limited partnership, its general partner

By: Dubose Holdings, L.L.C., a Texas
limited liability company, its general
partner

By: 
Joseph Kaplan, President

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TALLAHASSEE, FLORIDA

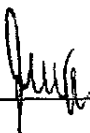
**AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED
PARTNERSHIP**

BEFORE ME the undersigned personally appeared Joseph Kaplan, Chairman of Dubose GP Management, L.P.
a general partner of Dubose Model Home Income Fund #2, 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 \$ 5,122,850.00
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of
transacting business in Florida is \$ 223,000.00

*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 28th day of January, 2005.



General Partner

STATE OF Texas

COUNTY OF Harris

On this 28th day of January, 2005,

Joseph Kaplan, Chairman of Dubose GP Management, L.P. *, personally appeared before me,
the general partner of Dubose Model Home Income Fund #2, Ltd.

☒ who is personally known to me

☐ whose identity I proved on the basis of _____



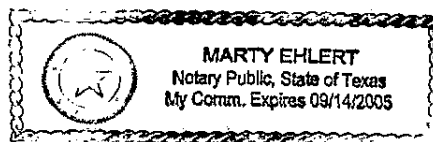
(Notary Public Signature)

MARTY EHLERT

(Notary's Printed Name)

Seal

My Commission Expires: 9-14-05



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STATE