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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 205-0383

From: Account Name : CORPORATION SERVICE COMPANY
Account Number : 12000000195
Phone : (850) 521-1000
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FLORIDA/FOREIGN LP/LLP

PRIORITY RESIDENTIAL, L.P.

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DIVISION OF CORPORATIONS

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TRANSMISSION REPORT

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FILE NO. 396 02/14 06 00:13 ID:CSC FAX:850 558 1515

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M. HODGES



February 14, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CORPORATION SERVICE COMPANY

SUBJECT: PRIORITY RESIDENTIAL, L.P.
REF: W06000007039

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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) 245-6967.

Michelle Hodges
Document Specialist

FAX Aud. #: H06000039143
Letter Number: 106A00010510

P.O. BOX 6327 - Tallahassee, Florida 32314

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APPLICATION BY FOREIGN LIMITED PARTNERSHIP OR LIMITED LIABILITY LIMITED PARTNERSHIP TO TRANSACT BUSINESS IN FLORIDA

1. Priority Residential, L.P.

(Name of Limited Partnership or Limited Liability Limited Partnership, which must include suffix) Acceptable Limited Partnership suffixes: Limited Partnership, Limited, L.P., LP, or Ltd. Acceptable Limited Liability Limited Partnership suffixes: Limited Liability Limited Partnership, L.L.L.P. or LLLP.

(If name unavailable, name under which the limited partnership or limited liability limited partnership proposes to register to transact business in Florida; must contain acceptable suffix.)

2. Delaware

(State or Country of Formation)

3. October 11, 2005

(Date of Formation)

4. Corporation Service Company

(Name of Registered Agent for Service of Process)

5. 1201 Hays Street

(Florida street address for Registered Agent)

Tallahassee, FL 32301

6. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company

By: [Signature] Signature of Registered Agent

7. 1111 North Post Oak Road, Houston, TX 77055

(Principal office address)

8. If limited partnership is a limited liability limited partnership, check box []

Vertical stamp: RECEIVED... 10/11/05

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9. 1111 North Post Oak Road, Houston, Texas 77055
(Mailing address)

10. Name, principal office address, and mailing address of each general partner:

Priority Residential GP LLC
(Name)

Mole - 816

1111 North Post Oak Road
(Street Address)
Houston, Texas 77055

1111 North Post Oak Road
(Mailing Address)
Houston, Texas 77055

(Name)

(Street Address)

(Mailing Address)

(Name)

(Street Address)

(Mailing Address)

(Name)

(Street Address)

(Mailing Address)

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_____	_____
(Name)	(Street Address)
_____	_____
_____	(Mailing Address)
_____	_____
(Name)	(Street Address)
_____	_____
_____	(Mailing Address)
_____	_____

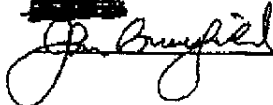
11. Effective date, if other than the date of filing: _____

(Effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

12. Attached is a certificate of existence duly authenticated, not more than 90 days prior to the delivery of this application to the Florida Department of State, by the Secretary of State or other official having custody of the entity's records in the jurisdiction under the law of which it is organized.

Signed this 24th day of February, 2006.

Signature of a general partner:

 Corporate Secretary
(General Counsel)

Filing Fees:	\$1,000.00 (\$965 Filing Fee and \$35 Registered Agent Fee)
Certified Copy (optional):	\$52.50
Certificate of Status (optional):	\$8.75

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Delaware

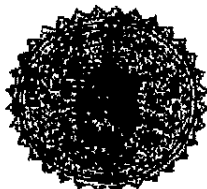
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PRIORITY RESIDENTIAL, L.P." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TENTH DAY OF FEBRUARY, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PRIORITY RESIDENTIAL, L.P." WAS FORMED ON THE ELEVENTH DAY OF OCTOBER, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 4516629

DATE: 02-10-06