

1201 HAYS STREET
TALLAHASSEE, FL 32304
904-222-9771
004-222-0101 FAX

800-342-8086

39500000166



95 APR 25 10 12 14
DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032
REFERENCE : 584936 86901M
AUTHORIZATION :
COST LIMIT : 9 PPD

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 10 PM 3:53

ORDER DATE : April 25, 1995
ORDER TIME : 11:47 AM
ORDER NO. : 584936
CUSTOMER NO: 86901M

CUSTOMER: Ms. Kim Kurzeniec
Prentice Hall Legal &
33north Lasalle Street
Suite 1925
Chicago, IL 60602

Handwritten signatures and dates:
WKS [Signature] 5/10/95
MK [Signature]

FOREIGN FILINGS

NAME: FINVEST LIMITED PARTNERSHIP

C. TAX FILING 1750
R. AGENT FEE 35
C. COPY
TOTAL 1785
N. BANK
BALANCE DUE
FFIND

 PROFIT
 NON-PROFIT

 CORPORATE
XX LIMITED PARTNERSHIP

XX QUALIFICATION

200001487122
-05/15/95--01024--004
***1785.00 ***1785.00

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jodie Krebs

Florida Department of State, Jim Smith, Secretary of State

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

1. Finvest Limited Partnership
(Name of limited partnership as it is in the home state;

2. Finvest Limited of Delaware
(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. Delaware (State of Formation) 4. 1/21/94 (Date of Formation)

5. The Prentice-Hall Corporation System, Inc.
(Name of Registered Agent for Service of Process)

6. 1201 Hays Street, Suite 105
(Street Address of Registered Office)

Tallahassee (City) Florida 32301 (Zip Code)

7. Acceptance by the Registered Agent for Service of Process.
The Prentice-Hall Corporation System, Inc.
By: [Signature]
(Agent must sign on this line)

8. The Corporation Trust Company
Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware
(Address of Registered Office required in State of Formation or, if not required, Address of Principal Office.)

9. NAME OF GENERAL PARTNERS SPECIFIC ADDRESS

Finco Investments, Ltd. 99 Detering, Suite 200, Houston, TX 77007

B9500000165

10. 99 Detering, Suite 200, Houston, TX 77007
(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 cancelled or withdrawn.

12. 99 Detering, Suite 200, Houston, TX 77007
(Mailing Address of Limited Partnership)

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MAY 10 PM 3:53

This 21st day of April, 19 95.

Gordon Pilmer

General Partner Vice President

Finco Investments, Ltd., General Partner
By: Finco Management, Inc., General Partner

STATE OF TEXAS

COUNTY OF HARRIS

THE FOREGOING instrument was acknowledged and sworn to before me this 21st day of April, 19 95, by Gordon Pilmer (Name of General Partner) of

an officer of the corporate general partner of the general partner of Finvest Limited Partnership

(Name of Limited Partnership), A Delaware (State or Country) Limited Partnership, on behalf of the Limited Partnership.

Susan Swope

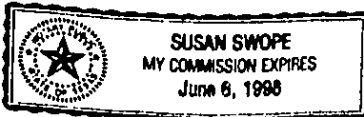
Notary Public

State of Texas at Large

My Commission Expires:

6/6/98

(SEAL)



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DIVISION OF CORPORATIONS
95 MAY 10 PM 3:53

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

Gordon Pilmer, an officer of
Finco Management, Inc.,
the corporate general partner of
Finco Investments, Ltd., a

BEFORE ME, the undersigned, personally appeared Finvest Limited Partnership, a
general partner of Delaware, limited partnership, hereinafter referred to as the "Partnership", who
certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 11,173,642.00.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 8,092,000.00.

This 21st day of April, 1995.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury I declare that I have read the foregoing and that the facts are true, to the best of my knowledge and belief.

Gordon Pilmer
General Partner
Vice President
Finco Investments, Ltd., General Partner
By: Finco Management, Inc., General Partner

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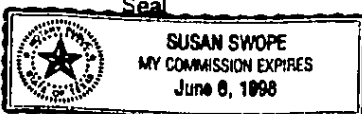
STATE OF TEXAS
COUNTY OF HARRIS
DATE April 21, 1995

* an officer of Finco Management, Inc., the corporate general partner of Finco Investments, Ltd.

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Gordon Pilmer, * (General Partner, known to me and know by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as General Partner of said partnership.

IN WHITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 21st day of April, 19 95.

Susan Swope
Notary Public



State of Texas at Large
My Commission Expires:
6/8/98

FILE ON OR BEFORE DECEMBER 31, 1995 OR PARTNERSHIP WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP ANNUAL REPORT 1996



FLORIDA DEPARTMENT OF STATE
Sandra Northam
Secretary of State
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN -3 AM 8:12

1. Name of Limited Partnership
1a. DOCUMENT # B95000000166
FINVEST LIMITED OF DELAWARE

Mailing Address: 99 DETERING, SUITE 200 HOUSTON TX 77007
Principal Office Address: C/O THE CORPORATION TRUST COMPANY 1209 ORANGE STREET WILMINGTON DE

2. New Mailing Address, If Applicable
State Apt # etc: 200001685612
-01/10/96--01151--003
City, State & Zip: ****576.25 ****576.25

3. Date Formed or Registered to Do Business in FLORIDA: 05/10/1995
3a. Date of Last Report
4. State or Country of Formation: DE

2a. New Principal Office Address, If Applicable
State Apt # etc
City, State & Zip

5a. Capital Contributions as Shown on Record: \$8,092,000.00
5b. Amount of Capital Contributions in FLORIDA to date: 8,092,000.00
6. FEI Number: 76-0423444

7. CERTIFICATE OF STATUS REQUIRED
Applied For: \$8.75 Additional Fee required for a Certificate of Status
Not Applicable:

8. FEES: 1.) Filing Fee. Computed at a rate of \$7 per \$1,000 on amount entered in 5b or 5a if 5b blank, with a minimum filing fee of \$52.50 and a maximum of \$437.50
2.) Supplemental Fee \$138.75 (pursuant to section 607.183, F.S.)
THE AMOUNT DUE SHALL BE NO LESS THAN \$191.25 (\$52.50 + \$138.75) AND NO MORE THAN \$576.25 (\$437.50 + \$138.75)
Note: If the amount entered in 5b is greater than amount entered in 5a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee.
MAKE CHECK PAYABLE TO FLORIDA DEPT. OF STATE

9. Name and Address of Current Registered Agent
THE PRENTICE-HALL CORPORATION SYSTEM, INC.
1201 HAYS STREET, SUITE 105
TALLAHASSEE FL 32301

10. If changed, new Registered Agent/Office
Name
Street Address (P.O. Box Number is Not Acceptable)
Suite, Apt # etc
City
FL Zip Code

10a. Pursuant to the provisions of sections 620.1051 and 620.192, Florida Statutes, the above-named limited partnership organized or registered under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by its general partner(s). I hereby accept the appointment of registered agent. I am familiar with, and accept the obligations of section 620.192, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment)
A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY
DATE

11. Name(s) of General Partner(s)	11a. Address of Each (one for Partner) (Do NOT use Post Office Box Numbers)	11b. City, State & Zip Code	11c. Registration/Document Number
FINCO INVESTMENTS, LTD.	99 DETERING, SUITE 20	HOUSTON TX 77007	B95000000165

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate. My signature shall have the same legal effects as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by chapter 620, Florida Statutes.

SIGNATURE: *Mary A. Finger*
Typed or Printed Name of General Partner Signing Form: MARY A. FINGER, PRESIDENT OF FINCO MANAGEMENT, INC., GENERAL PARTNER OF FINCO INVESTMENT LTD.
DATE: 12/29/95
Telephone Number: (713) 864-3313

CR2E003 (6/95)