

B950000003/2

ROBERT S. WISE, P.A.

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August 22, 1995

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

4000001572064
-08/29/95--01055--001
*****87.50 *****87.50

Re: MHI Partnership, Ltd., a Texas Limited Partnership

Gentlemen:

Please be advised that this office represents MHI Partnership, Ltd., a Texas Limited Partnership. Enclosed please find an original and one copy of an Application by Foreign Limited Partnership for Authorization to Transact Business in Florida, an executed Affidavit of Capital Contributions, a certificate from the Secretary of State of the State of Texas attesting to the limited partnership status, together with our check in the sum of \$87.50. Please provide a certified copy of the registration to the undersigned as soon as possible.

If there is any further information needed, please contact the undersigned.

Very truly yours,

Robert S. Wise, P.A.

By: 

FILED
1995 AUG 29 PM 4:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RSW/dg
Enclosure(s)

letter\67900Fla.085

8/29/95 aw

Sandra B. Mortham, Secretary of State

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

1. MHI PARTNERSHIP, LTD.

(Name of limited partnership as it is in the home state;

B95000000312

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. 12/17/91

(Date of Formation)

5. Doug Guido

(Name of Registered Agent for Service of Process)

DOUGLAS G. GUIDO

6. 4912 W. San Rafael Street

(Street Address of Registered Office)

Tampa

(City)

Florida

33629

(Zip Code)

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

(Agent must sign on this line)

8. 7676 Woodway, Suite 104, Houston, TX 77063

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

9. NAMES OF GENERAL PARTNERS

SPECIFIC ADDRESS

McGuyer Homebuilders, Inc.

7676 Woodway, Suite 104

Houston, TX 77063

10. 7676 Woodway, Suite 104, Houston, TX 77063

(Office where Names, Addresses and Contributions of Limited Partners are kept.)

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1995 AUG 29 PM 4:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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. 7676 Woodway, Suite 104, Houston, TX 77063
(Mailing Address of Limited Partnership)

FILED
1995 AUG 29 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This 8 day of August, 19 95.
By: George Haught
General Partner

STATE OF TEXAS

COUNTY OF HARRIS

THE FOREGOING instrument was acknowledged and sworn to before me this 10th day
of August, 19 95, by George Haught as Vice President
of McGuyer Homebuilders, Inc. of
(Name of General Partner)

MHI PARTNERSHIP, LTD., a Texas
(Name of Limited Partnership)

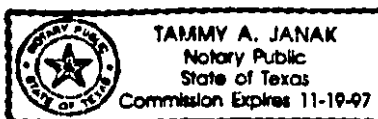
Limited Partnership, on behalf of Texas
Limited Partnership. (State or Country)

Tammy A. Janak
Notary Public

State of Texas at Large

(SEAL)

My Commission Expires: 11-19-97



AFFIDAVIT OF CAPITAL CONTRIBUTIONS

George Haught as Vice President of
BEFORE ME the undersigned personally appeared McGuyer Homebuilders, Inc., a general partner of MHI PARTNERSHIP, 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 \$ 13,975,605.00.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 0.00.

This 10 day of August, 1995.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

McGUYER HOMEBUILDERS, INC.
By: X _____
General Partner

State of TEXAS

County of HARRIS

Date August 10, 1995

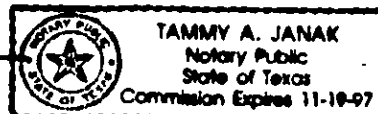
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1995 AUG 29 PM 4:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 George Haught, as Vice * (General Partner), known to me and known 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 WITNESS WHEREOF I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 10th day of August, 1995.

* President of McGuyer Homebuilders, Inc.

Tammy A. Janak
Notary Public



Seal

State of TEXAS at Large

My commission expires: 11-19-97

FILE ON OR BEFORE APRIL 5, 1996 TO AVOID
REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP
ANNUAL REPORT
1996



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

FILED

96 MAR 29 AM 8:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DO NOT WRITE IN THIS SPACE

1. Name of Limited Partnership

1a. DOCUMENT #
B95000000312

MM PARTNERSHIP, LTD.

96-AR
CUS CM

Mailing Address

7676 WOODWAY
SUITE 104
HOUSTON TX 77063

Principal Office Address

7676 WOODWAY
SUITE 104
HOUSTON TX 77063

2. New Mailing Address, If Applicable

Suite, Apt. #, etc.

900001772249

City, State & Zip

-04708736--01042--024
******200.00 ****200.00**

2a. New Principal Office Address, If Applicable

Suite, Apt. #, etc.

City, State & Zip

3. Date Formed or Registered to Do Business in
FLORIDA

08/29/1995

3a. Date of Last Report

4. State or Country of Formation

TX

5a. Capital Contributions as Shown
on Record

\$0.00

5b. Amount of Capital Contributions in
FLORIDA to date

\$0.00

6. FEI Number

76-0356952

Applied For

Not Applicable

7. CERTIFICATE OF STATUS REQUIRED

See FEI Acknowledgment Form required
for a Certificate of Status

X

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 607.193, 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

GUIDO, DOUGLAS G
4012 W. SAN RAFAEL ST.
TAMPA FL 33629

10. If changed, new Registered Agent/Office

Name

Street Address (P.O. Box Number is Not Acceptable)

Suite, Apt. #, etc.

City

Zip Code

16112 N. Florida Avenue

Lutz

FL 33549

11. Pursuant to the provisions of sections 620.1151 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)

DATE

**A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY
MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.**

11. Name(s) of General Partner(s)

11a. Address of Each General Partner
(Do NOT Use Post Office Box Number)

11b. City, State & Zip Code

11c. Registration/
Document Number

MCGUYER HOMEBUILDERS, INC.

7676 WOODWAY, STE. 104

HOUSTON TX 77063

F1500074167

NOTE: General partner(s) 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 and that 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.

McGuyer Homebuilders, Inc.
SIGNATURE By: *George Haught*

DATE

3/24/96

Typed or Printed Name of General Partner Signing Form

George Haught

Telephone Number

713-952-6717

CR2E003 (11/95)