

Document Number Only

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CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
96 NOV 27 PM 4:06

Maingate Hospitality, L.P. 900002019959-0
12/04/96 0111-014
***1785.00 ***1785.00

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| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Co. | | |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input checked="" type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other ucc Filing |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| | | <input type="checkbox"/> Fic. Name |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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G. TAX	_____
FILING	_____
R. AGENT FEE	17.50
C. COPY	35
TOTAL	17.85
N. BANK	_____
BALANCE DUE	_____
OFFIND	_____

472

11/27/96

Florida Department of State, Jim Smith, Secretary of State

APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA1. Maingate Hospitality, L.P., a Delaware limited partnership
(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. Delaware 4. November 12, 1996
(State of Formation) (Date of Formation)5. C.T. Corporation System
(Name of Registered Agent for Service of Process)6. 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.

Randy A. Shelley
(Agent must sign on this line)8. Randy A. Shelley, Special Assistant Secretary
1209 Orange Street, Corporation Trust Center, City of Wilmington, County of New Castle
(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS

SPECIFIC ADDRESS

Maingate Operating Corporation 10777 Westheimer, Suite 1000, Houston, Texas 77042F9600000623210. 10777 Westheimer, Suite 1000, Houston, Texas 77042

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

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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. 10777 Westheimer, Houston, Texas 77042
(Mailing Address of Limited Partnership)

This 25th day of November, 19 96.

By: James R. Nickles
General Partner

James R. Nickles, Vice President

STATE OF

COUNTY OF

THE FOREGOING instrument was acknowledged and sworn to before me this 25th day

of November, 19 96, by James R. Nickles, Vice President of
Maingate Operating Corporation, general partner (Name of General Partner)
of Maingate Hospitality, L.P., a Delaware
(Name of Limited Partnership)

Limited Partnership.

Stephanie D. Jones
Notary Public

State of Texas at Large

(SEAL)

My Commission Expires: 11/25/96



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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

James R. Nickles, Vice President of
 BEFORE ME the undersigned personally appeared Maingate Operating Corporation general
 partner of Maingate Hospitality, a (an) Delaware limited partnership,
 hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 1,000.00.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 2,799,000.00.

This ✓ 25th day of November, 19 96.

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.

Maingate Operating Corporation, General Partner

By: [Signature]

General Partner

James R. Nickles, Vice President

State of Texas

County of Harris

Date ✓ 12/25/96

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 James R. Nickles, / Vice President of Maingate Operating Corporation (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 ✓ 25th day of November, 19 96.



Stephanie D. Jones
 Notary Public

State of Texas at Large

My commission expires: 12/02/99

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