

**TILLEY INVESTMENTS**

3200 Bank One Building  
500 Thompson Street  
Fort Worth, Texas 76102  
Telephone: (817) 878-6350  
Telecopier: (817) 878-6335

B9800000015

December 3, 1997

Via Federal Express

Division of Corporations  
Department of State of Florida  
409 E. Gaines St.  
Tallahassee, FL 32314

FILED  
98 JAN -9 AM 9:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: **CT-McDuff, Ltd.**

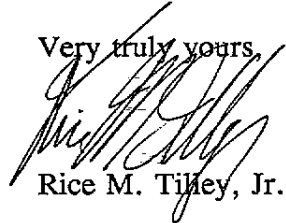
Dear Sir or Madam:

Enclosed is an Application by Foreign Limited Partnership for Authorization to Transact Business in Florida.

Also enclosed is the filing fee in the amount of \$87.50 (there have been and will be no capital contributions in Florida).

Please file the enclosed Application and forward to the undersigned written confirmation of this filing. Also, please call the undersigned at the above number upon filing of said Application.


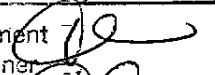
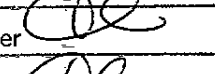




Very truly yours,

  
Rice M. Tilley, Jr.

RMTjr/rac  
H:\DOCS3\VT3050\001\72687.1

B98-15-200002362872--8  
-12/04/97-01062-005  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Enclosures

Name	
Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgment	
W. P. Verifier	



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

December 9, 1997

RICE M. TILLEY, JR.  
TILLEY INVESTMENTS  
3200 BANK ONE BLDG., 500 THROCKMORTON ST  
FORT WORTH, TX 76102

SUBJECT: CT-MCDUFF, LTD.  
Ref. Number: W97000027446

FILED  
98 JAN -9 AM 9:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We have received your document for CT-MCDUFF, LTD. and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

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.

We are enclosing the proper form(s) with instructions 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) 487-6020.

Tammi Cline  
Document Specialist

Letter Number: 897A00057954

## Florida Department of State, Jim Smith, Secretary of State

APPLICATION BY FOREIGN LIMITED PARTNERSHIP  
FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA1. CT-McDuff, 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

(State of Formation)

4. \_\_\_\_\_

December 31, 1985

(Date of Formation)

5. Steven J. Salerno

(Name of Registered Agent for Service of Process)

6. 1625 Taylor Road, Suite B,

(Street Address of Registered Office)

Daytona Beach

(City)

Florida32124

(Zip Code)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 JAN - 9 AM 9:02

FILED

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

Steven J. Salerno

(Officer must sign on this line)

Steven J. Salerno, Broker/Vice President

(Type Name and Title of Officer)

8. 500 Throckmorton St., Ste. 3200, Fort Worth, TX 76102-3859

(Address of Registered Office required in State of Formation or, if not required, Address of Principal Office.)

9. NAME OF GENERAL PARTNERS

SPECIFIC ADDRESS

Tilholding, Inc.500 Throckmorton St., Ste. 3200  
Fort Worth, TX 76102-3859

F98-127

10. 500 Throckmorton St., Ste. 3200, Fort Worth, TX 76102-3859

(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. CT-McDuff, Ltd., c/o Rice M. Tilley, Jr., 500 Throckmorton St., Ste. 3200, Fort Worth,

(Mailing Address of Limited Partnership)

TX 86102-385

Florida Department of State, Jim Smith, Secretary of State

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

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

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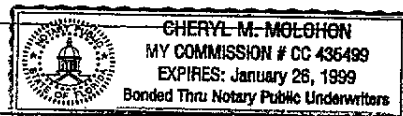
7. Acceptance by the Registered Agent for Service of Process.

Steven J. Salerno Cheryl M. Molohon  
(Officer must sign on this line)

Steven J. Salerno, Broker/Vice President

(Type Name and Title of Officer)

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Tilholding, Inc.

500 Throckmorton St., Ste. 3200  
Fort Worth, TX 76102-3859

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(Mailing Address of Limited Partnership) TX 86102-385

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

BEFORE ME, the undersigned, personally appeared Rice M. Tilley, Jr., President of Tilholding, Inc., a general partner of MC-McDuff, Ltd., a ~~firm~~ limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

- 1 The amount of capital contributions of the limited partners is \$ 35,000.
- 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-.

This 1st day of December, 19 97.

**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.

General Partner

TILHOLDING, INC.

By:

Rice M. Tilley, Jr., President

FILED  
98 JAN -9 AM 9:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF TEXAS

COUNTY OF TARRANT

DATE December 1, 1997

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 Rice M. Tilley, Jr., Pres., Tilholding (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 1st day of December, 19 97.

Ruth Anne Cain  
Notary Public

Seal

State of \_\_\_\_\_ at Large

My Commission Expires:

