



ACCOUNT NO. : 072100000032

REFERENCE : 670655 4344517

AUTHORIZATION :

Patucio P. Pitt

COST LIMIT : \$ 1785.00

ORDER DATE : January 15, 1998

ORDER TIME : 1:56 PM

700002403617-3

ORDER NO. : 670655-010

CUSTOMER NO: 4344517

CUSTOMER: Ms. Denise Starkey
Centex Corporation
2728 North Harwood
Mailroom/no. 209
Dallas, TX 75201

FOREIGN FILINGS

NAME: CENTEX OFFICE SOUTHPOINT I,
L.P.

XXXX QUALIFICATION (TYPE: LP)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

B98-3

Name	<i>[Signature]</i>
Availability	<i>[Signature]</i>
Document/Examiner	<i>[Signature]</i>
Updater	<i>[Signature]</i>
Updater/Verifier	<i>[Signature]</i>
Acknowledgment	<i>[Signature]</i>
W. P. Verifier	<i>[Signature]</i>

File
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 16 PM 4:15
[Signature]

RECEIVED
98 JAN 16 PM 2:42
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Florida Department of State, Sandra B. Mortham, Secretary of State

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

1. CENTEX OFFICE SOUTHPOINTE I, L.P.
(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.") 7

3. Delaware 4. December 5, 1997
(State of Formation) (Date of Formation)

5. Corporation Service Company
(Name of Registered Agent for Service of Process)

6. 1201 Hays Street
(Street Address of Registered Office)

Tallahassee, Florida 32301
(City) (Zip Code)

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

CORPORATION SERVICE COMPANY

By: [Signature]
(Agent must sign on this line)

8. 1201 Hays Street, Tallahassee, Florida 32301
(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS	STREET ADDRESS
CDC GENERAL PARTNER, INC.	2728 N. Harwood Dallas, Texas 75201-1516

F98-285

10. 2728 N. Harwood, Dallas, Texas 75201-1516
(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of the limited partner or limited partners until the limited partnership's registration in Florida is cancelled or withdrawn.

CONTINUED

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98 JAN 16 PM 4:15

12. P.O. Box 199000, Dallas, Texas 75219-9000

(Mailing Address of Limited Partnership)

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

This day of 14, January, 19 98

CDC GENERAL PARTNER, INC.

Raymond G. Smerge
Name: Raymond G. Smerge General Partner
Title: Secretary

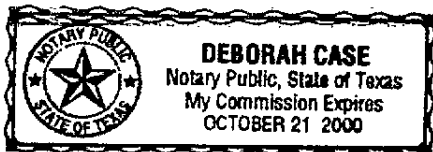
STATE OF TEXAS

COUNTY OF DALLAS

On this 14th day of January, 19 98, Raymond G. Smerge

personally appeared before me, ☒ who is personally known to me

☐ whose identity I proved on the bases of _____



Deborah Case
(Notary Public Signature)
Deborah Case
(Notary Public Signature)

Seal

My Commission expires: 10-21-2000

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DIVISION OF CORPORATIONS
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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED
PARTNERSHIP**

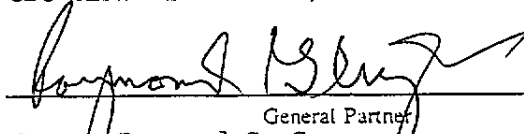
BEFORE ME the undersigned personally CDC GENERAL PARTNER, INC.
CENTEX OFFICE
a general partner of SOUTHPOINTE I, L.P., a (an) Delaware Limited partnership
hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 99
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 1,300,000

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

This 14th day of January, 1998

CDC GENERAL PARTNER, INC.

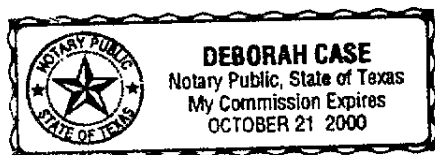

Name: Raymond G. Smerge
Title: Secretary

STATE OF TEXAS
COUNTY OF DALLAS

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 16 PM 4:15

On this 14th day of January, 1998, Raymond G. Smerge
personally appeared before me, ☒ who is personally known to me

☐ whose identity I proved on the bases of _____




(Notary Public Signature)


(Notary Public Signature)

Seal

My Commission Expires: 10-21-2000