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DIVISION OF CORPORATIONS
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CT Corporation System

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32310 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

000002573740--4
-06/26/98--01070--017
*****87.50 *****87.50

Archon Financial, L.P.

☐ Profit

☐ NonProfit

☐ Amendment

☐ Merger

☒ Foreign

☐ Dissolution/Withdrawal

☐ Limited Liability Company

☒ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Name Registration

☐ Change of R.A.

☐ Fictitious Name

☐ UCC-1 Financing Statement

☐ UCC-3 Filing

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Hope Dills
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Florida Department of State, Jim Smith, Secretary of State

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

1. ARCHON Financial, 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.")
3. Delaware 4. 10/7/98
(State of Formation) (Date of Formation)
5. C T CORPORATION SYSTEM
(Name of Registered Agent for Service of Process)
6. c/o C T Corporation System, 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.
C T CORPORATION SYSTEM
Connie Bryan **CONNIE BRYAN**
(Officer must sign on this line) **SPECIAL ASSISTANT SECRETARY**
(Type Name and Title of Officer)
8. 600 East Las Colinas Blvd., Suite 800, Irving, Texas 75039
(Address of Registered Office required in State of Formation or, if not required, Address of Principal Office.)
9. NAME OF GENERAL PARTNERS SPECIFIC ADDRESS
ARCHON Financial, LLC 600 East Las Colinas Blvd.
Suite 800
Irving, Texas 75039
10. 600 East Las Colinas Blvd., Suite 800, Irving, Texas 75039
(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of the limited partner or limited partners until the limited partnership's registration in Florida is cancelled or withdrawn.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. 600 East Las Colinas Blvd., Suite 800, Irving, Texas 75039
(Mailing Address of Limited Partnership)

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This 22nd day of June, 19 98.

ARCHON FINANCIAL, LLC, a Delaware limited liability company

Joseph M. Osborne

General Partner

Joseph M. Osborne, Vice President
General Counsel and Secretary

STATE OF TEXAS

COUNTY OF DALLAS

THE FOREGOING instrument was acknowledged and sworn to before me this 22nd day of June, 19 98, by Joseph M. Osborne, Vice President, General Counsel and Secretary of ARCHON Financial, LLC (Name of General Partner) of

ARCHON Financial, L.P.

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

Karen L. Hornick

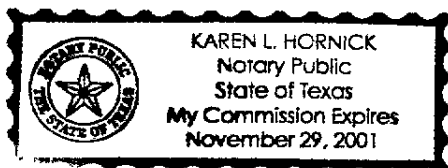
Notary Public

State of Texas at Large

(SEAL)

My Commission Expires:

11/29/2001



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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Joseph M. Osborne, Vice President, General Counsel and Secretary of ARCHON Financial, LLC, a general partner of ARCHON Financial, 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 \$ 250,000.
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 22nd day of June, 19 98.

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.

ARCHON Financial, LLC, a Delaware limited liability company
General Partner

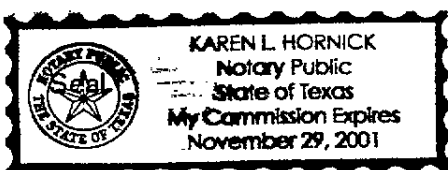
Joseph M. Osborne
Joseph M. Osborne, Vice President,
General Counsel and Secretary

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STATE OF TEXAS
COUNTY OF DALLAS
DATE June 22, 1998

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 Joseph M. Osborne, Vice President, General Counsel and Secretary of ARCHON Financial, LLC (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 22nd day of June, 19 98.



Karen L. Hornick
Notary Public

State of Texas at Large
My Commission Expires:
11/29/2001