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FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 98 AUG 28 AM 11:01

NEED TODAY

CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Bridgeside Place Ltd

500002627385--9
 -08/28/98--01004--023
 ***1837.50 ***1837.50

- Walk In
- Mail Out
- Will Wait
- Photocopy

Pick Up Time

Certified Copy
 *****8.75 *****8.75

- Certificate of Status
- Certificate of Good Standing
- ARTICLES ONLY
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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input checked="" type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

- Certificate of FICTITIOUS NAME
- FICTITIOUS NAME SEARCH
- CORP SEARCH

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 98 AUG 28 AM 10:16
 DIVISION OF CORPORATIONS

Ordered By: _____

Date: _____

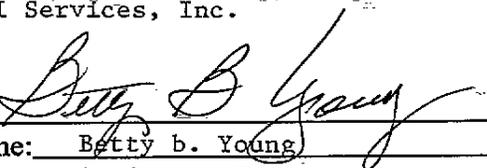
hjk
8/28/98

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

SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 28 11:01

1. The name of the limited partnership as it is in the home state is: Bridgeside Place, Ltd. ("Partnership").
2. The State of Formation of the Partnership is: Texas.
3. The Date of Formation of the Partnership is: April 9, 1998.
4. The name of the registered agent for service of process is NRAI Services, Inc.
5. The address of the registered agent for service of process is: 526 E. Park Avenue, Tallahassee, Florida 32301.
6. The principal office of the Partnership is 8411 Preston Road, Suite 600, Dallas, Texas 75225.
7. The registered agent executes this Application by Foreign Limited Partnership for Authorization to Transact Business in Florida and accepts service of process on behalf of the Partnership:

NRAI Services, Inc.

By: 

Name: Betty b. Young

Title: Assistant Secretary

8. The Name and Address of all general partners of the Partnership are as follows:

Name

Address

Lubar Corp. *F9500005779*

8411 Preston Road, Suite 600
Dallas, Texas 75225

9. The name, address and contributions of limited partners are kept at Bridgeside Place, Ltd., c/o Lubar Corp., 8411 Preston Road, Suite 600, Dallas, Texas 75225.
10. The Partnership will undertake to keep the records listing the addresses and capital contributions of the limited partners until the Partnership's registration in Florida is cancelled or withdrawn.

11. The mailing address for the Partnership is: c/o Lubar Corp., 8411 Preston Road, Suite 600, Dallas, Texas 75225.

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 to the best of my knowledge.

Executed this the 7th day of August, 1998.

BRIDGESIDE PLACE, LTD.,
a Texas limited partnership

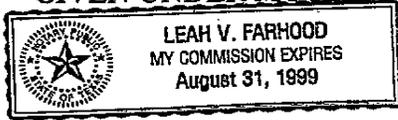
By: LUBAR CORP.,
a Texas corporation
General Partner

By: *Eliot B. Barnett*
Eliot B. Barnett,
President

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

BEFORE ME, the undersigned authority, a Notary Public in and for the State of Texas, on this day personally appeared Eliot B. Barnett, President of Lubar Corp., a Texas corporation, general partner of **BRIDGESIDE PLACE, LTD**, a Texas limited partnership, known to me to be the person and officer whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same as a duly authorized officer of such corporation, and as the act and deed of such corporation, for the purposes and consideration therein expressed, and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 7th day of August, 1998.



Leah V. Farhood
Notary Public, State of Texas

My Commission Expires:
8/31/99

LEAH V. FARHOOD

(Typed/Printed Name of Notary)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 28 AM 11:01

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED PARTNERSHIP

FILED STATE SECRETARY OF CORPORATIONS
98 AUG 28 AM 11:01

BEFORE ME the undersigned personally appeared Eliot B. Barnett, President of Lubar Corp.
& general partner of Bridgeside Place, 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 \$ 441,005.40.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 441,005.40.

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.

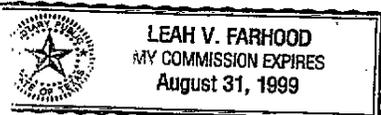
This 14th day of August, 1998.
BRIDGESIDE PLACE, LTD., a Texas limited partnership
By: LUBAR CORP., a Texas corporation
By: [Signature]
General Partner

STATE OF TEXAS

COUNTY OF DALLAS

On this 14th day of August, 1998, Eliot B. Barnett

personally appeared before me, who is personally known to me
 whose identity I proved on the basis of _____



[Signature]
(Notary Public Signature)

LEAH V. FARHOOD
(Notary's Printed Name)

Seal

My Commission Expires: 8/31/99