



B990000000045

ACCOUNT NO. : 072100000032

REFERENCE : 114453 4347023

AUTHORIZATION :

COST LIMIT :

\$

184625

Patricia P. [Signature]

ORDER DATE : January 27, 1999

ORDER TIME : 1:27 PM

ORDER NO. : 114453-010

CUSTOMER NO: 4347023

800002759348-4

CUSTOMER: Yvonne Jones, Legal Assistant
Geary Porter & Donovan
P.O. Box 700248

Dallas, TX 75370-0248

FOREIGN FILINGS

NAME: FAIRFIELD DOUBLE BRANCH
LIMITED PARTNERSHIP

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: Robert Maxwell

B99-45

Name	OK2
Availability	
Document Examiner	OK
Updater	OK
Updater Verifier	OK
Acknowledgment	OK
W. P. Verity	OK

FILED
RECEIVED
99 JAN 29 PM 4:30
99 JAN 29 PM 3:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 29, 1999

ROBERT MAXWELL
CSC

SUBJECT: FAIRFIELD DOUBLE BRANCH LIMITED PARTNERSHIP
Ref. Number: W99000002401

RESUBMIT

Please give original
submission date as per

*File
2 IND*

We have received your document for FAIRFIELD DOUBLE BRANCH LIMITED PARTNERSHIP and the authorization to debit your account in the amount of \$1846.25. However, the document has not been filed and is being returned 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.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 299A00004150

RECEIVED
99 JAN 29 PM 4:30
FILED
99 FEB - 1 AM 10:45
SECRETARY 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. Fairfield Double Branch 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. January 25, 1999
(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.
By: Laura R. Dursip
(Agent must sign on this line)
8. 30 Old Rudnick Lane, Dover, Kent County, Delaware 19901
(Address of registered office required in state of formation or, if not required, address of principal office.)
9. NAMES OF GENERAL PARTNERS STREET ADDRESS
FF Double Branch LLC 2045 N. Highway 360, Suite 250
m99-133 Grand Prairie, Texas 75050
10. 2045 N. Highway 360, Suite 250, Grand Prairie, Texas 75050
(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

FILED
99 JAN 29 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12. P.O. Box 5407, Arlington, Texas 76005

(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 26th, January, 19 99

FF Double Branch LLC

By: Glenn D. Jones

General Partner

Glenn D. Jones, Vice President of FF Properties, Inc.,
Manager of Fairfield Financial LLC, Manager of
General Partner

STATE OF TEXAS

COUNTY OF TARRANT

On this 26th day of January, 19 99, Glenn D. Jones

personally appeared before me,



who is personally known to me



whose identity I proved on the bases of _____

Sandra L. Hill

(Notary Public Signature)

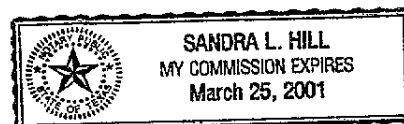
Sandra L. Hill

(Notary Public Signature)

FILED
99 JAN 29 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Seal

My Commission expires: _____



AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED PARTNERSHIP

Glenn D. Jones, Vice President of FF Properties, Inc.
Manager of Fairfield Financial LLC, Manager of
FF Double Branch LLC

BEFORE ME the undersigned personally

Fairfield Double Branch

a general partner of Limited Partnership, 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 \$ 4,600,000.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 4,600,000.

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 26th day of January, 19 99.

FF Double Branch LLC

By: Glenn D. Jones

General Partner

Glenn D. Jones, Vice President of FF Properties, Inc.,
Manager of Fairfield Financial LLC, Manager of
General Partner

STATE OF TEXAS

COUNTY OF TARRANT

On this 26th day of January, 19 99, Glenn D. Jones

personally appeared before me.



who is personally known to me



whose identity I proved on the bases of _____

Sandra L. Hill

(Notary Public Signature)

Sandra L. Hill

(Notary Public Signature)

FILED
09 JAN 29 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Seal

My Commission Expires:

