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CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
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Attn: Jeff Netherton

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-06/24/99--01094--006
***1785.00 ***1785.00

CORPORATION(S) NAME

Terrabrook Jupiter Woods, L.P.

- | | | |
|---|---|---|
| ☐ Profit | ☐ Amendment | ☐ Merger |
| ☐ Nonprofit | | |
| ☒ Foreign | ☐ Dissolution/Withdrawal | ☐ Mark |
| | ☐ Reinstatement | |
| ☒ Limited Partnership | ☐ Annual Report | ☐ Other |
| ☐ LLC | ☐ Name Registration | ☐ Change of RA |
| | ☐ Fictitious Name | ☐ UCC |
| ☐ Certified Copy | ☐ Photocopies | ☒ CUS |
| ☐ Call When Ready | ☐ Call If Problem | ☐ After 4:30 |
| ☒ Walk In | ☐ Will Wait | ☒ Pick Up |
| ☐ Mail Out | | |

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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06/24/99

FILE SECOND

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TC
\$6,887,056.23

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

1. Terrabrook Jupiter Woods, 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. June 22, 1999
(State of Formation) (Date of Formation)

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

6. 1200 Pine Island Road
(Street Address of Registered Office)

Plantation, Florida 33324
(City) (Zip Code)

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

Connie Bryan
(Agent must sign on this line)

**CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY**

8. 599 Lexington Avenue, Suite 3800
New York, NY 10022
(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS

STREET ADDRESS

3030 LBJ Freeway
LB 6, Suite 1500
Dallas, Texas 75234

Terrabrook Jupiter Woods GP, L.P.C.

10. 3030 LBJ Freeway, LB-6, Suite 1500, Dallas, Texas 75234
(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 canceled or withdrawn.

CONTINUED

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TALLAHASSEE, FLORIDA

12. 3030 LBJ Freeway, LB-6, Suite 1500

Dallas, Texas 75234

(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 23rd day of June, 19 99

TERRABROOK JUPITER WOODS GP, L.L.C., General Partner

By: Yolanda D. Bartee

Yolanda D. Bartee
Assistant Secretary

General Partner



STATE OF TEXAS

COUNTY OF DALLAS

On this 23rd day of June, 19 99

Yolanda D. Bartee, Assistant Secretary of
Terrabrook Jupiter Woods GP, L.L.C.

personally appeared before me,

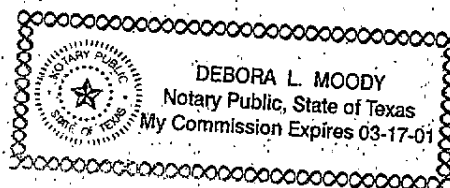
☒ who is personally known to me

☐ whose identity I proved on the basis of _____

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SECRETARY OF STATE

Debora L. Moody
(Notary Public Signature)

Debora L. Moody
(Notary's Printed Name)



Seal

My Commission Expires: 03-17-01

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Yolanda D. Bartee, Assistant Secretary of Terrabrook Jupiter Woods GP, L.L.C.
a general partner of Terrabrook Jupiter Woods, L.P., ~~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 \$ 6,887,056.23
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$6,887,056.23

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 23rd day of June, 19 99

TERRABROOK JUPITER WOODS GP, L.L.C., General Partner

By: Yolanda D. Bartee
Yolanda D. Bartee, ~~General Partner~~
Assistant Secretary



STATE OF TEXAS

COUNTY OF DALLAS

On this 23rd day of June, 19 99

Yolanda D. Bartee, Assistant Secretary of
Terrabrook Jupiter Woods GP, L.L.C., personally appeared before me,

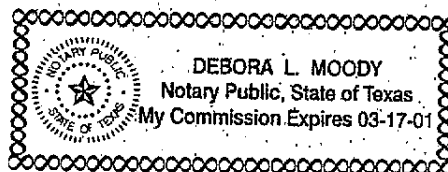
☒ who is personally known to me

☐ whose identity I proved on the basis of _____

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TALLAHASSEE, FLORIDA

Debora L. Moody
(Notary Public Signature)

Debora L. Moody
(Notary's Printed Name)



Seal

My Commission Expires: 03-17-01