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ACCOUNT NO. : 072100000032

REFERENCE : 703861 4144C

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED
RECEIVED
DIVISION OF CORPORATIONS
00 MAY 19 PM 11:24

ORDER DATE : May 19, 2000

ORDER TIME : 11:48 AM

ORDER NO. : 703861-005

CUSTOMER NO: 4144C

000003259200--8

CUSTOMER: Ms. Leigh A. Goodman
Holland & Knight
Suite 2600
200 South Orange Avenue
Orlando, FL 32801

-05/19/00--01030--007
*****78.75 *****78.75

FOREIGN FILINGS

NAME: BABCOCK MISSION RANCH, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Harris

312 544

RECEIVED
00 MAY 19 PM 12:24
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Babcock Mission Ranch, Inc.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Texas

(State or country under the law of which it is incorporated)

3. 76-0626372

(FEI number, if applicable)

4. November 19, 1999

(Date of incorporation)

5. perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. May 23, 2000

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1800 St. James, Suite 206

Houston, Texas 77056

(Current mailing address)

8. to engage in any lawful business for which corporations may be incorporated
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

, Florida, 32301-2607

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

 **BRIAN COURTNEY, ASST. V.P.** *as its agent*
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)Chairman: James M. Easterling, Jr.Address: 1800 St. James, Suite 206Houston, Texas 77056

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)President: James M. Easterling, Jr.Address: 1800 St. James, Suite 206Houston, Texas 77056

Vice President: _____

Address: _____

Secretary: James M. Easterling, Jr.Address: 1800 St. James, Suite 206Houston, Texas 77056

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.13. James M. Easterling, Jr.
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)14. James M. Easterling, Jr.
(Typed or printed name and capacity of person signing application)FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY 19 PM 1:24



FILED
DIVISION OF CORPORATIONS
00 MAY 19 PM 1:24

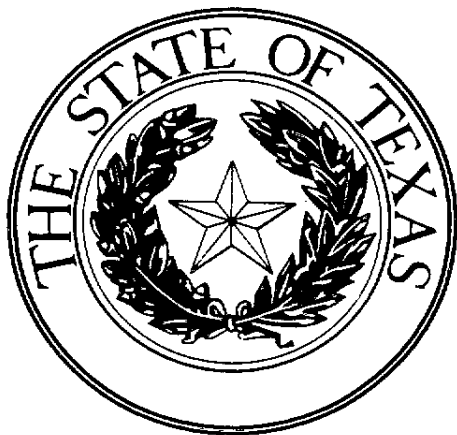
The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that
Articles of Incorporation of

BABCOCK MISSION RANCH, INC.
File No. 1558236-00

were filed in this office and a certificate of incorporation was issued to this corporation,
and no certificate of dissolution is in effect and the corporation is currently in existence.



*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
Austin, Texas on May 16, 2000.*

Elton Bomer
Secretary of State

DAE