

Document Number Only

F00000003338

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

700003285377--5
-06/12/00--01104--024
****105.00 ****105.00

CORPORATION(S) NAME

CFP, Inc. d/b/a CFP Texas, Inc.

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input checked="" type="checkbox"/> CUS
<input checked="" type="checkbox"/> (2)		<input checked="" type="checkbox"/> (2)
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
Acknowledgement _____
W.P. Verifier _____

06/12/00

FILE FIRST

DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED
00 JUN 12 PM 2:39

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 12 PM 5:10

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 12 PM 5:10

3/4
6/12

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Michael Axelrad, do hereby certify that this Resolution of the Board of Directors of CFP, Inc. corporation duly organized and existing under the laws of the State of Delaware, was duly adopted on June 9, 2000.

RESOLVED, that CFP, Inc. organized and existing in the State of Delaware hereby adopts the name CFP Texas, Inc. for use in Florida.

Dated: June 12, 2000



Michael D. Axelrad, Director

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JUN 12 2000 PM 5:10

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JUN 12 2000 PM 5:10

*

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

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

1. CFP, 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. Delaware

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

3. Applied for.

(FEI number, if applicable)

4. June 8, 2000

(Date of incorporation)

5. Perpetual

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

6. Upon qualification

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

7. c/o CenterAmerica Property Trust, L.P., 3901 Bellaire Blvd., Houston, Texas 77025

(Current mailing address)

8. See Annex II attached hereto.

(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: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(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.

C T Corporation System

Connie Bryan

(Registered agent's signature)

CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

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: See Annex I attached hereto.

Address: _____

Vice Chairman: See Annex I attached hereto.

Address: _____

Director: See Annex I attached hereto.

Address: _____

Director: See Annex I attached hereto.

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: See Annex I attached hereto.

Address: _____

Vice President: See Annex I attached hereto.

Address: _____

Secretary: See Annex I attached hereto.

Address: _____

Treasurer: See Annex I attached hereto.

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Michael D. Axelrad, Vice President

(Typed or printed name and capacity of person signing application)

CFP, INC.

ANNEX I

OFFICERS:

Scott D. MacDonald	President
Michael D. Axelrad	Vice President and Secretary
J. Lamar Haggard	Vice President
John J. Gilluly	Vice President and Assistant Secretary

Addresses for each of the above is:

c/o CenterAmerica Property Trust, L.P.
3901 Bellaire Blvd.
Houston, Texas 77025

DIRECTORS:

Scott D. MacDonald
c/o CenterAmerica Property Trust, L.P.
3901 Bellaire Blvd.
Houston, Texas 77025

John J. Gilluly
c/o CenterAmerica Property Trust, L.P.
3901 Bellaire Blvd.
Houston, Texas 77025

Michael D. Axelrad
c/o CenterAmerica Property Trust, L.P.
3901 Bellaire Blvd.
Houston, Texas 77025

Andrew L. Stidd
c/o Global Securitization Services, LLC
114 West 47th Street, Suite 1715
New York, NY 10036

Kevin P. Burns
c/o Global Securitization Services, LLC
114 West 47th Street, Suite 1715
New York, NY 10036

12
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 09 PM 5:10

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 12 PM 5:10

CFP, INC.
doing business in Florida as CFP Texas, Inc.

ANNEX II

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 12 PM 5:10

Subject to the limitations set forth herein, the purpose for which the Corporation is organized is to engage solely in the following activities:

- (1) to serve as the sole general partner of CFP I, Limited, a Delaware limited partnership (the "Partnership");
- (2) to act as, and exercise all of the authority of, the general partner of the Partnership, including, without limitation:
 - (a) to execute and deliver an Agreement of Limited Partnership for the Partnership, dated as the date hereof, and any and all amendments, supplements, restatements or other modifications thereto, between the Corporation, as sole general partner, and CFP Venture I, L.P., a Delaware limited partnership, as limited partner (the "Partnership Agreement");
 - (b) to execute and deliver, on behalf of the Partnership, any and all instruments, agreements, certificates, documents, notices, papers or other writings as may be necessary or advisable in connection with the ownership, management and operation of each parcel of real property, the improvements thereon and all personal property, together with all rights pertaining to such property and improvements, owned by the Partnership;
 - (c) to execute and deliver, on behalf of the Partnership, (i) a loan agreement with Secore Financial Corporation as the Lender (herein so called) (the "Loan Agreement"), and a promissory note evidencing a loan in the approximate aggregate amount of \$110,500,000 payable to the order of the Lender (the "Note"); (ii) mortgages and deeds of trust encumbering each of the Properties (as defined in the Partnership Agreement) to secure any obligations of the Partnership including mortgages and deeds of trust to secure the Note and (iii) any and all assignments, financing statements, security agreements, certificates, documents, notices, papers or other writings in connection with such borrowings;
 - (d) to execute and deliver, on behalf of the Partnership, a Property Management Agreement, by and between the Partnership and CenterAmericaProperty Trust, L.P., as Manager (as the same may be amended, restated, replaced, supplemented or otherwise modified from time to time, the "Management Agreement") and any amendments, supplements, restatements or other modifications thereto, providing for the management of the Properties by the Manager;

- SECRET
DIVISION OF CORPORATIONS
00 JUN 12 PM 5:10
- (e) to engage, on behalf of the Partnership, in any activities necessary to hold, receive, exchange, otherwise dispose of and otherwise deal in and exercise all rights, powers, privileges, and all other incidents of ownership or possession with respect to all of the Properties and any property or interests which may be acquired by the Partnership as a result of any sale or other disposition of any of the Properties;
 - (f) to engage in any activities necessary to authorize, execute and deliver any other instrument, agreement, certificate, notice or document in connection with the activities described above, including the filing of any instrument, agreements, certificates, notices, applications and other documents necessary or advisable to comply with any applicable laws, statutes, rules and regulations or necessary or advisable to perfect or protect the above-referenced security interests; and
 - (g) to take any and all other actions necessary under and pursuant to the Partnership Agreement, the Management Agreement and the Loan Agreement; and
- (3) to transact any and all lawful business for which the Corporation may be organized under the State of Delaware and the State of Florida that is incident, necessary and appropriate to accomplish the foregoing.

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CFP, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINTH DAY OF JUNE, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 12 PM 5:10




Edward J. Freel, Secretary of State

3226679 8300

001293733

AUTHENTICATION: 0488139

DATE: 06-09-00