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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOREIGN PROFIT/NONPROFIT CORPORATION

Phoenix W. Brevard GP Inc.

Certificate of Status	1
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T. Burch SEP 04 2007

**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. PHOENIX W. BREVARD GP INC.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. TEXAS

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

3. (Applied for)

(FBI number, if applicable)

4. 8/29/2007

(Date of incorporation)

5. PERPETUAL

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

6. UPON FILING

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 1505 FEDERAL STREET, DALLAS, TX 75201

(Principal office address)

P. O. BOX 1920, DALLAS, TX 75221

(Current mailing address)

8. REAL ESTATE DEVELOPMENT AND MANAGEMENT

(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 NOT acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation

(City)

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

By: [Signature]

(Registered agent's signature)

Michael E. Jones
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 business addresses of officers and/or directors:

FL-13 - 02/01/2006 C T System Office

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SECL. UNIT
TALLAHASSEE, FLORIDA

A. DIRECTORS

Chairman: J. BLAKE POGUE

Address: 1505 FEDERAL STREET, DALLAS, TX 75201

Vice Chairman: _____

Address: _____

Director: JASON RUNNELS

Address: 5950 SHERRY LANE, SUITE 320, DALLAS, TX 75225

Director: _____

Address: _____

B. OFFICERS

President: J. BLAKE POGUE

Address: 1505 FEDERAL STREET, DALLAS, TX 75201

Vice President: LINDA BESS-CADE

Address: 5950 SHERRY LANE, SUITE 320, DALLAS, TX 75225

Secretary: NANCY DAVIS

Address: 1505 FEDERAL STREET, DALLAS, TX 75201

Treasurer: NANCY DAVIS

Address: 1505 FEDERAL STREET, DALLAS, TX 75201

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

13. *Leigh Ann Everett*

(Signature of Director or Officer listed in number 12 of the application)

14. LEIGH ANN EVERETT, ASSISTANT SECRETARY

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

PHOENIX W. BREVARD GP INC.

Leigh Ann Everett, Assistant Secretary
1505 Federal Street
Dallas, TX 75201

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Phil Wilson
Secretary of State

Office of the Secretary of State

Certificate of Fact

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Certificate of Formation for Phoenix W. Brevard GP Inc. (file number 800864600), a Domestic For-Profit Corporation, was filed in this office on August 29, 2007.

It is further certified that the entity status in Texas is in existence.

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SEC. OF STATE
TALLAHASSEE, FLORIDA

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 August 31, 2007.



A handwritten signature of Phil Wilson in black ink.

Phil Wilson
Secretary of State

Phone: (512) 463-5555
Prepared by: SOS-WEB

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