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FLORIDA DIVISION OF CORPORATIONS
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((H96000001079)))

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: AKERMAN, SENTERFITT & EIDSON, P.A.
777 SOUTH FLAGLER DRIVE, SUITE 900E
WEST PALM BEACH, FL 33401
LINDA B. MOLITETTA
PHONE: (407) 659-5990
FAX: (407) 659-6313

W96-1683

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Magi International, Inc.

DOCUMENT TYPE: FOREIGN LIMITED PARTNERSHIP
NAME: MAGI FLORIDA PARTNERS, LIMITED
FAX AUDIT NUMBER: H96000001079
CURRENT STATUS: REQUESTED
DATE REQUESTED: 01/23/1996
TIME REQUESTED: 10:32:38
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CERTIFICATE OF STATUS: 0
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DIVISION OF CORPORATIONS
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January 23, 1996

AKERMAN, SENTERFITT & EYDSON, P.A.
LINDA B. MOLVETTA
777 SOUTH FLAGLER DRIVE, SUITE 900E
WEST PALM BEACH, FL 33401

SUBJECT: MAGI INTERNATIONAL, INC.
REF: W96000001603

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We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

You have submitted an application which does not meet the current requirements of the Florida Statutes. You may complete our current form or amend your application to include the required information.

You must list your Federal Employer Identification Number in the appropriate block. If applied for, enter "applied for", or if not applicable, enter "N/A".

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

A brief description of the entity's nature of business must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6095.

Jennifer Sindt

FAX Aud. #: E96000001079

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16:41

AKERYN, BENTERFITT & SIDSON, P.A.

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01/23/96 10:17 P1. Dept. of State P1 /1



FLORIDA DEPARTMENT OF STATE

Sandra D. Morham
Secretary of State

January 23, 1996

AKERYN, BENTERFITT & SIDSON, P.A.
LINDA B. MOLFETTA
777 SOUTH FLAGLER DRIVE, SUITE 900X
WEST PALM BEACH, FL 33401

SUBJECT: MAGI INTERNATIONAL, INC.
REF: W96000001693

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You failed to make the correction(s) requested in our previous letter.

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.301, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6095.

Jennifer Sindt
Document Examiner

FAX Aud. #: W96000001079
Letter Number: 496A00002954

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

01/23/96

16:48

AKERNAN, SENTERFIT & ELDON, P.A.

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APPLICATION FOR CERTIFICATE OF AUTHORITY
FOR
MAGI INTERNATIONAL, INC.

The undersigned foreign corporation, desiring to register to do business in Florida pursuant to Section 607.1503 of the Florida Statutes, hereby states the following:

1. The name of the foreign corporation is "Magi International, Inc."
2. The foreign corporation was incorporated in Texas on August 21, 1989 and is perpetual.
3. The address of the principal office of the foreign corporation is:

Three Riverway, Suite 1660
Houston, Texas 77056

4. The registered office and the name and address of the agent for service of process required to be maintained pursuant to Fla. Stat. §607.1507 is:

Russell T. Kamradt
Phillips Point - East Tower
777 South Flagler Drive
Suite 900
West Palm Beach, Florida 33401

5. The names and addresses of the foreign corporation's current directors and officers are as follows:

Name and title

Address

John C. West, President,
Secretary and Director

Three Riverway, Suite 1660
Houston, Texas 77056

John W. Macom, Jr., Chairman
and Director

Three Riverway, Suite 1660
Houston, Texas 77056

6. The purpose of the corporation is to act as the General Partner of a Limited Partnership which owns Real Estate.
7. The corporation's Federal Employee Identification Number is 76-0304199.
8. The Corporation will commence Business in Florida upon Qualification.

Russell T. Kamradt, Esquire
Akernan, Senterfit & Eldon, P.A.
777 South Flagler Drive, Suite 900
West Palm Beach, Florida - Fl. Bar No. 0262153
Telephone: (407)659-5990

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AKERMAN, SENTERFIT & BILSON, P.A.

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The execution of this Application by the undersigned general partner constitutes an affirmation that the facts stated herein are true.

IN WITNESS WHEREOF, this has been executed by the President of Magi International Management Company this 22 day of January, 1996.

 (SEAL)
By: John C. West, President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Magi International Management Company, a foreign corporation in the foregoing Application for Certificate of Authority, I, on behalf of the foreign corporation, hereby agree to accept service of process for said foreign corporation, to accept the obligations imposed upon me by Fla. Stat. §607.1507, and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

 (SEAL)
Russell T. Kamradt

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Russell T. Kamradt, Esquire
Akerman, Senterfit & Bilson, P.A.
777 South Flagler Drive, Suite 900
West Palm Beach, Florida - FL Bar No. 0262153
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10:46

ACKERMAN, BENTLEY
TX Secretary of State

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The State of Texas

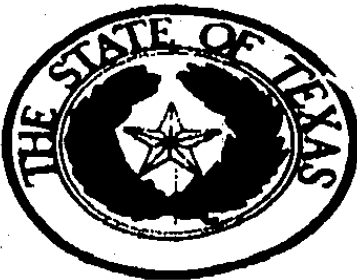
SECRETARY OF STATE

IT IS HEREBY CERTIFIED, that
Articles of Incorporation
of

MAGI INTERNATIONAL, INC.

were filed in this office and a certificate of incorporation was issued on
AUGUST 21, 1989;

IT IS FURTHER CERTIFIED, that no certificate of dissolution has been issued, and
that the corporation is still 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
the City of Austin, on January 22, 1996.

Antonio O. Garza, Jr.
Secretary of State

DEM

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