CONTACT:

F96000003869

OFFICE USE ONLY (Document #) 53289

UCC FILING & SEARCH SERVICES, INC.
(Requestor's Name)

526 EAST PARK AVENUE
(Address)

TALLAHASSEE FL 32301 (904) 681-6528
(City, State, Zip) (Phone #)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (If known):

1 CAP Acquisition Corp (Corporation Name) W96-15738 (Document #)

100001906481
-07/29/96--01003--012
****315.00 ****315.00

2 (Corporation Name) (Document #)

3 (Corporation Name) (Document #)

4 (Corporation Name) (Document #)

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- [X] Walk In
- [ ] Pick Up Time
- [ ] Mail Out
- [ ] Will Wait
- [ ] Photocopy

- [X] Certified Copy - 4 each
- [ ] Certificate of Status
- [X] Certificate of Good Standing 4 each
- [ ] ARTICLES ONLY
- [ ] ALL CHARTER DOCS
- [ ] Certificate of FICTITIOUS NAME
- [ ] FICTITIOUS NAME SEARCH
- [ ] CORP SEARCH

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NEW FILINGS	
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/QUALIFICATION	
X	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

HOLD FOR PICKUP BY UCC SERVICES

Examiner's Initials	

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 26, 1996

UCC FILING & SEARCH

SUBJECT: CAP ACQUISITION CORP.
Ref. Number: W96000015738

Resubmitted 7/31/96

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We have received your document for CAP ACQUISITION CORP. and your check(s) totaling $315.00. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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) 487-6094.

Doug Dickinson
Document Specialist

Letter Number: 796A00036161

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DIVISION OF CORPORATIONS

NEED TODAY

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 18, 1996

CARLTON FIELDS

The name CAP ACQUISITION CORP. has been reserved for 120 days beginning July 18, 1996. The reservation number is R96000003458 and this reservation is NONRENEWABLE.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lantham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

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If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Ruth Leonard

Letter number: 896A00034786

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. The name of the corporation is CAP Acquisition Corp.

2. The state under the laws which the corporation is incorporated is Delaware.

3. The Federal Identification Number is 75-2658218.

4. The date of incorporation is June 7, 1996.

5. The duration of the corporation is perpetual.

6. The date which the corporation will transact business in Florida is upon the filing of this application with the Secretary of State of Florida.

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7. The current mailing address of the corporation is 201 Main Street, Suite 2420, Fort Worth, Texas 76102.

8. The purposes of the corporation in the home state or country to carried out in the state of Florida are any and all lawful business for which a corporation may be organized.

9. The name and street address of Florida registered agent is:

    UCC Filing & Search Services, Inc.
    526 E. Park Avenue, Suite 200
    Tallahassee, Florida 32301

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.

UCC FILING & SEARCH SERVICES, INC.

By: Betty B. Young

Title: Agent

136840.1

11. Attached is a certificate of existence duly authenticated, not more that 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 laws of which it is incorporated.

12. Names and address of officers and/or directors:

A. DIRECTORS

David M. Stanton
201 Main Street
Suite 2420
Fort Worth, Texas 76102

B. OFFICERS

OFFICERS	OFFICE
David M. Stanton 201 Main Street Suite 2420 Fort Worth, Texas 76102	President
James J. O'Brien 201 Main Street Suite 2420 Fort Worth, Texas 76102	Vice President, Treasurer and Assistant Secretary
Richard A. Ekleberry 201 Main Street Suite 2420 Fort Worth, Texas 76102	Vice President and Assistant Secretary
Karl Peterson 201 Main Street Suite 2420 Fort Worth, Texas 76102	Vice President and Assistant Secretary

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Signed this ____ day of July, 1996.

CAP ACQUISITION CORP., a
Delaware corporation

By:______________________
Richard A. Ekleberry, Vice
President

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CAP ACQUISITION CORP." 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 ELEVENTH DAY OF JUNE, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CAP ACQUISITION CORP." WAS INCORPORATED ON THE SEVENTH DAY OF JUNE, A.D. 1996.

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

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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 7981166

DATE: 06-11-96