

BELLINGER & DEWOLF

A REGISTERED LIMITED LIABILITY PARTNERSHIP
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F98000004/4/

July 17, 1998

FILING VIA COURIER

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

Attn: Diane Cushing

RE: CAT VI, Inc., a Texas corporation

700002593877--3
-07/21/98--01044--010
****131.25 ****131.25

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 20 AM 10:44

Dear Diane:

Enclosed please find the "Application by Foreign Corporation for Authorization to Transact Business in Florida" (the "Application") and a check in the total amount of \$131.25, of which \$70.00 represents the registration fee, \$8.75 represents the fee for one certificate of status and \$52.50 represents the fee for one certified copy of the certificate of status, which are hereby submitted to register the above referenced foreign corporation to transact business in Florida. Please note that the "Certificate of Existence" is being submitted by separate correspondence from Lawyer's Aid Service in Austin, Texas, and should be delivered to your attention via Federal Express on July 17, 1998.

Immediately upon filing the Application, please return all correspondence concerning this matter, including evidence of filing the Application and the certificate of status to the following:

Walter A. Suberg, Esq.
Bellinger & DeWolf, L.L.P.
750 N. St. Paul, Suite 900
Dallas, Texas 75201

Enclosed please find a self-addressed Federal Express envelope for your convenience.

As always, thank you for your assistance, and if you have any questions concerning this matter, please contact me at (214) 954-9540.

Dianna Thomas
GAVE

Sincerely yours,

BELLINGER & DEWOLF, L.L.P.

AUTHORIZATION BY PHONE TO

add
CORRECT *Upon Qual.*

DATE *7/21/98*

DOC. EXAM. *dcc*

By: *Dianna L. Thomas*
Dianna L. Thomas, Paralegal

70.00
R. FEE
C. FEE *61.25*
TAX
N. DUES
BALANCE DUE
REFUND

E:\Cumberland\Deerwood\Wimberly Part Docs\Incorporation sos FL\tr.wpd

Enclosure

cc: Mr. Bradford B. Beck (via facsimile 214-891-8180)

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. CAT VI, Inc., a Texas corporation
(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 3. 75-2772712
(State or country under the law of which it is incorporated) (FBI number, if applicable)

4. June 26, 1998 5. Perpetual
(Date of Incorporation) (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. 8080 North Central Expressway, Suite 650
Dallas, Texas 75206
(Current mailing address)

8. Development of and investment in real estate
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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

Name: CT 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.


(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.

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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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Bradford B. Beck

Address: 8080 North Central Expressway, Suite 650

Dallas, Texas 75206

Director: Charles D. Ames

Address: 8080 North Central Expressway, Suite 650

Dallas, Texas 75206

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

President: Bradford B. Beck

Address: 8080 North Central Expressway, Suite 650

Dallas, Texas 75206

Vice President: Charles D. Ames

Address: 8080 North Central Expressway, Suite 650

Dallas, Texas 75206

Secretary: Sallie Beck

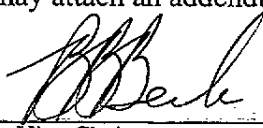
Address: 8080 North Central Expressway, Suite 650

Dallas, Texas 75206

Treasurer: Bradford B. Beck

Address: same

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. Bradford B. Beck, President
(Typed or printed name and capacity of person signing application)

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DIVISION OF CORPORATE AFFAIRS
98 JUL 20 AM 10:44



The State of Texas

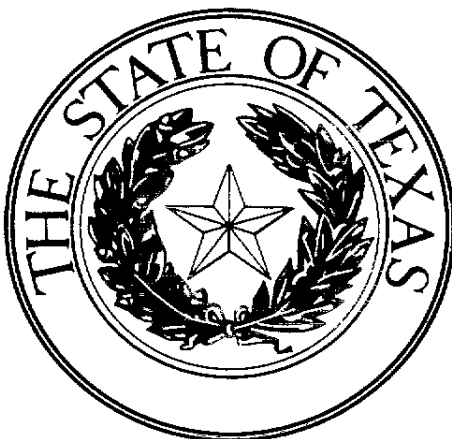
SECRETARY OF STATE

IT IS HEREBY CERTIFIED that
Articles of Incorporation of

CAT VI, INC.
File No. 1496517-00

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.

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*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 July 16, 1998.*

Alberto R. Gonzales
Secretary of State

PH