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Lori B. Bellows

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P.O. Box 153188
Irving, TX 75015

January 26, 1999

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

re: Rockcrest Capital Corporation, a Delaware Corporation

Dear Sir or Madam:

Please accept the enclosed Application by Foreign Corporation for Authorization to Transact Business in Florida with accompanying Certificate of Good Standing and check in the amount of \$70.00 to register the above-referenced Delaware corporation to transact business in Florida.

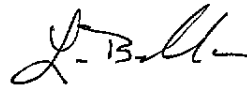
Please return all correspondence about this matter to:

Lori Bellows
P.O. Box 153188
Irving, TX 75015

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*****70.00 *****70.00

If you need more information, please do not hesitate to call.

Sincerely,



Lori Bellows

Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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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. Rockcrest Capital Corporation.

Name of Corporation

2. Incorporated in the state of Delaware

State of Incorporation

3. 75-2645431

FEI number

4. November 25, 1997

Date of Incorporation

5. Perpetual

Duration

6. The corporation has not begun transacting business in Florida but anticipates transacting
business within 90 days of receipt of its certificate of authority.

Date First Transacted Business in Florida

7. 3811 Turtle Creek Blvd., Suite 520, Dallas, TX 75219

Current Mailing Address

8. Any lawful act or activity for which corporations may be organized under the General
Corporation Law of Delaware.

Purpose of corporation in home state to be carried out in state of Florida

9. Name and street address of Florida registered agent:

CT Corporation Systems, 1200 South Pine Island Rd, Plantation, FL 33324

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.*

Steven C. Patterson
Special Assistant Secretary


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 of Delaware, the state in which the corporation is incorporated.

12. Names and addresses of officer and/or directors:

Paul E. Kirsten, 730 Post Oak Road, Houston, TX 77024
President, Director

Fred M. Moses, 3811 Turtle Creek Blvd., Suite 520, Dallas, TX 75219
Vice-President, Secretary, Director

James S. Harris, 3811 Turtle Creek Blvd., Suite 520, Dallas, TX 75219
Treasurer, Chairman of the Board of Directors

13.


Signature of Chairman or Officer

14.

Fred M. Moses
Printed Name of Person Signing the Application

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DIVISION OF CORPORATIONS
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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ROCKCREST CAPITAL CORPORATION" 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 FIFTEENTH DAY OF JANUARY, A.D. 1999.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Edward J. Freel, Secretary of State

AUTHENTICATION:

2825079 8300

DATE: 9525243