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HANSON, LAMBERTH & KIATTA, L.L.P.

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6363 WOODWAY, SUITE 610

HOUSTON, TEXAS 77057

(713) 532-6200

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JEFF C. LAMBERTH

March 15, 1999

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

100002829281--0

-04/05/99--01105--002

\*\*\*\*\*70.00 \*\*\*\*\*70.00

W99 - 8180

Re: Break Camp Properties, Inc.

Dear Sir or Madam:

Enclosed please find the completed Application by Foreign Corporation for Authorization to Transact Business in Florida for the above-referenced corporation. Also enclosed with this letter is a firm check in the amount of \$70.00 to cover the necessary filing fees and the Texas Certificate of Existence are submitted to register the above referenced foreign corporation to transact business in Florida.

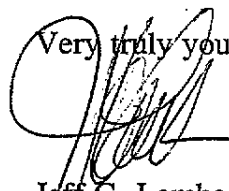
Please return all correspondence concerning this matter to the following:

Jeff C. Lamberth  
Hanson, Lamberth & Kiatta, L.L.P.  
6363 Woodway, Suite 610  
Houston, Texas 77057

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
JUN -8 AM 10:01

If you should have any questions or comments or need additional information, please feel free to call.

Very truly yours,



Jeff C. Lamberth

Enclosures



pg. 697

FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

April 6, 1999

JEFF C. LAMBERTH  
HANSON LAMBERTH & KIATTA LLP  
6363 WOODWAY, STE 610  
HOUSTON, TX 77057

SUBJECT: BREAK CAMP PROPERTIES, INC.  
Ref. Number: W99000008180

We have received your document for BREAK CAMP PROPERTIES, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$1150.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays  
Document Specialist

Letter Number: 199A00017312

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AFFIDAVIT**

STATE OF TEXAS

COUNTY OF HARRIS

BEFORE ME, the undersigned authority, this 25th day of May, 1999, appeared MARK L. GREENBERG, President, BREAK CAMP PROPERTIES, INC., a Texas Corporation, who is personally known to me or who produced A VALID TX DRIVER'S LICENSE, for identification, and who after being duly sworn deposes and states that the following statements are true and correct to the best of his knowledge:

1. That on April 1, 1999, an Application By Foreign Corporation For Authorization To Transact Business In Florida was mailed to the Florida Department of State on behalf of Break Camp Properties, Inc. a foreign corporation (the "Corporation").
2. That erroneous information was listed on Line 6 of the Application, with regard to the date the Corporation first transacted business in Florida.
3. That the activities of the Corporation as of the date shown on Line 6 of the Application did not constitute transacting business in the State of Florida, pursuant to section 607.1501 or 617.1501, Florida Statutes.
4. That the date on Line 6 should reflect the date first transacted business in Florida as being "upon acceptance of application".

FURTHER AFFIANT SAYETH NOT.

BREAK CAMP PROPERTIES, INC.

By: Mark L. Greenberg

Its President

Address: 4959 Heatherglen  
Houston, Texas 77096

Sworn to and subscribed before me this 25 day of May, 1999.

Gayle M. McMaster

Notary Public - State of Texas

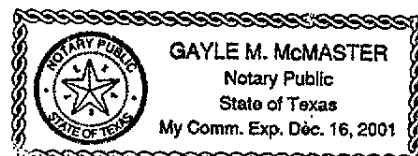
Name: GAYLE M. McMASTER

Commission No.: 1211612001

(SEAL)

My Commission Expires:

[430392]



**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. Break Camp Properties, Inc.  
(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. 76-0584485  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 9/24/98 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. December 15, 1998  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 4959 Heatherglen  
Houston, Texas 77096  
(Current mailing address)
8. Any and all lawful business for which a corporation may be incorporated.  
(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 or Mail Drop Box NOT acceptable)**  
Name: L. David Shear  
Office Address: 201 E. Kennedy Blvd., Suite 1000  
Tampa, Florida, 33602  
(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.

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: Mark L. Greenberg

Address: 4959 Heatherglen  
Houston, Texas 77096

Vice Chairman: Maida Ruth Goodman

Address: 16334 Amberwood Drive  
Dallas, Texas 75248

Director: Elinor S. Greenberg

Address: 9706 Kit  
Houston, Texas 77096

Director:

Address:

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

President: Mark L. Greenberg

Address: 4959 Heatherglen  
Houston, Texas 77096

Vice President: Maida Ruth Goodman

Address: 16334 Amberwood Drive  
Dallas, Texas 75248

Secretary: Elinor S. Greenberg

Address: 9706 Kit  
Houston, Texas 77096

Treasurer: Elinor S. Greenberg

Address: 9706 Kit  
Houston, Texas 77096

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

13. Mark L. Greenberg, President  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. MARK L. GREENBERG, PRESIDENT  
(Typed or printed name and capacity of person signing application)



# The State of Texas

SECRETARY OF STATE

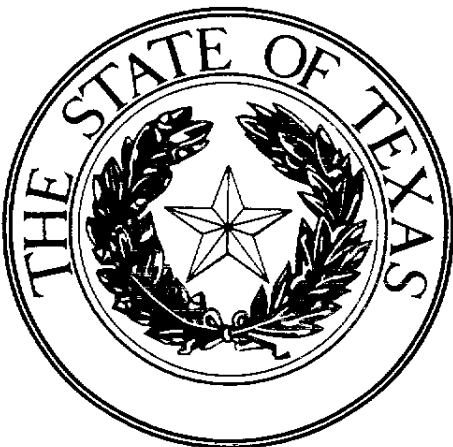
IT IS HEREBY CERTIFIED that  
Articles of Incorporation of

BREAK CAMP PROPERTIES, INC.  
File No. 1507037-0

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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STATE  
SECRETARY OF STATE  
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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 February 18, 1999.*



*Elton Bomer* DLM

Elton Bomer  
Secretary of State