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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 AUG 20 AM 11:39
JAMES W. LINN
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MICHELLE WILLIAMS

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-08/23/99--01001--013
***1872.50 ***78.75
TALLAHASSEE

REPLY TO:

VIA HAND-DELIVERY

August 20, 1999

Florida Department of State
Division of Corporations
Qualification/Tax Lien Section
409 E. Gaines Street
Tallahassee, FL 32399

RECEIVED
99 AUG 20 PM 4:30
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RE: Woodhill Carabelle, Inc./Carabelle Properties Limited

Dear Sir/Madam:

Enclosed are originals and one copy of an application to register a foreign limited partnership and a registration for a foreign profit corporation to transact business in Florida. Also enclosed is a check in the amount of \$1872.50 to cover the costs of registration. Of the total cost, \$78.75 is attributed to the filing fee and a certificate of status for the corporation and \$1793.75 to the filing fee, designation of registered agent, and certificate of status for the limited partnership.

We have designated Eddie Clark, the President and Chairman of Woodhill Carabelle, Inc., to receive the acknowledgments when the two entities are registered. However, if any questions arise concerning the application forms, please call me at 222-5702. Thank you for your assistance.

Sincerely,

Angela W. Wylie

Angela W. Wylie
Paralegal

5

AWW/
enclosures

cc: Eddie Clark (without enclosures)
Terry Lewis (with enclosures)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 AUG 20 AM 11:39

BK
8/20/99

TRANSMITTAL LETTER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 AUG 20 AM 10:00

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Woodhill Carabelle, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Eddie Clark

(Name of Person)

The Woodhill Group

(Firm/Company)

8340 Meadow Road, Suite 226

(Address)

Dallas, Texas 75231

(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Angela Wylie

(Name of Person)

at (850) 222-5702

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

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

MAILING ADDRESS:

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

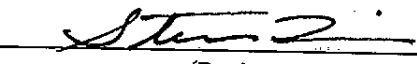
Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee ☒ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy

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.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
AUG 20 AM 10:00

1. Woodhill Carabelle, 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
(State or country under the law of which it is incorporated)
3. 75-2828129
(FEI number, if applicable)
4. July 9, 1999
(Date of incorporation)
5. perpetual
(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. 8340 Meadow Road, Suite 226
Dallas, Texas 75231
(Current mailing address)
8. To act as general partner to Carabelle Properties Limited and to carry out
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
all necessary and appropriate acts related thereto which are lawful
9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: Steve Lewis
Office Address: 125 S. Gadsden Street, Suite 300
Tallahassee, Florida, 32301
(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: Eddie Clark

Address: 8340 Meadow Road, Suite 226
Dallas, Texas 75231

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Eddie Clark

Address: 8340 Meadow Road, Suite 226
Dallas, Texas 75231

Vice President: Karl Chiao

Address: 8340 Meadow Road, Suite 226
Dallas, TX 75231

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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. _____

Eddie Clark, Chairman & President

(Typed or printed name and capacity of person signing application)

RECEIVED
DIVISION OF CORPORATIONS
99 AUG 20 AM 10:00



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 AUG 20 AM 10:00

The State of Texas

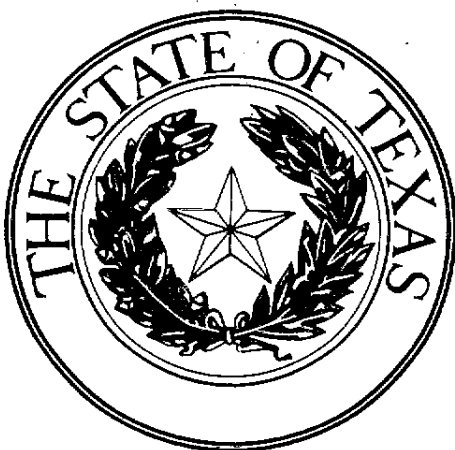
SECRETARY OF STATE

IT IS HEREBY CERTIFIED that
Articles of Incorporation of

WOODHILL CARABELLE, INC.
File No. 1542458

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.

*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 9, 1999.*



Elton Bomer
Secretary of State

BAM