

L05000038487

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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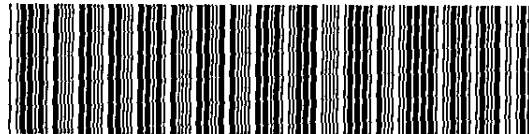
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J. BRYAN APR 20 2006



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 324835 7263137

AUTHORIZATION :

Patricia Pajit

COST LIMIT : \$ 125.00

ORDER DATE : April 20, 2005

ORDER TIME : 11:41 AM

ORDER NO. : 324835-005

CUSTOMER NO: 7263137

CUSTOMER: Ms. Rebecca Wilson
Falcon Real Estate Investment
Company, Ltd.
Suite 1130
5005 Lbj Freeway
Dallas, TX 75244-6138

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2005 APR 20 PM 4:01
ALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: FALCON CARLYLE GP, LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan - EXT. 2955

EXAMINER'S INITIALS: _____

**ARTICLES OF ORGANIZATION
FOR
FALCON CARLYLE GP, LLC,
a Florida limited liability company**

**ARTICLE 1
NAME**

The name of this limited liability company is Falcon Carlyle GP, LLC, a Florida limited liability company.

**ARTICLE 2
ADDRESS**

The mailing address and street address of the principal office of the limited liability company is 5005 LBJ Freeway, Suite 1130, Dallas, Texas 75244-6144, or at such other location as may hereafter be determined by the Member(s).

**ARTICLE 3
REGISTERED AGENT, REGISTERED
OFFICE AND REGISTERED AGENT'S SIGNATURES:**

The name and the Florida street address of the registered agent is: Brian P. Tague, Tew Cardenas LLP 1441 Brickell Avenue, Four Seasons Tower 15th Floor, Miami, Florida 33131.

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the property and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.



REGISTERED AGENT'S SIGNATURE

**ARTICLE 4
MANAGEMENT AND MEMBERS**

The limited liability company is to be managed by a non-member manager and the name of the non-member manager is Falcon Real Estate Investment Company, Ltd, a Delaware corporation, whose address is 5005 LBJ Freeway, Suite 1130, Dallas, Texas 75244-6144.



Brian P. Tague, Authorized Signatory

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)