

CT CORPORATION SYSTEM

CORPORATION(S) NAME

M010000001296

1. TLP, Inc.

2. TLP, LP

3. TLP GP, LLC

01 JUN -7 PM 1:57

APPROVED
AND
FILED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Profit

Amendment

Merger

Nonprofit

Foreign

Dissolution/Withdrawal

Reinstatement

Limited Partnership

Annual Report

Name Registration

Fictitious Name

Certified Copy

Photocopies

Call When Ready

Call If Problem

Walk In

Will Wait

Mail Out

After 4:30

Pick Up

DIVISION OF CORPORATION

01 JUN -7 PM 2:13

RECEIVED

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

6/7/01
1101-13066
M.S.
1135000

Order#: 2299079

400004376374--3

-06/07/01--01093--022

Ref#: ****125.00 ****125.00

Amount: \$ _____

10-8-01

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 7, 2001

CT CORPORATION SYSTEM

SUBJECT: TLP GP L.L.C.
Ref. Number: W01000013066

We have received your document for TLP GP L.L.C. and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned 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/uniform business 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/uniform business report and penalty fees is \$1050.00.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6025.

Trevor Brumbley
Document Specialist

Letter Number: 501A00035092

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 JUN -7 PM 1:57

APPROVED
AND
FILED

CT CORPORATION SYSTEM

06/08/01

350 North St. Paul Street
Dallas, TX 75201
Tel. 214 979 1172
Fax 214 754 0922

RE: TLP GP, LLC

Dear Ms. Brumbley:

Our CT Tallahassee Office is attempting to submit the registration of a Limited Partnership (TLP, LP) that has a general partner known as TLP GP, LLC.

This general partner has not done business in Florida and has had no nexus within the state prior to this attempted filing.

We have, in fact, been holding these papers for filing, on behalf of our customer, since about May of 2000, awaiting the withdrawal application from their client for the prior entity who did have business in Florida (TLP, INC.). It is my understanding that this company successfully filed its withdrawal application with your department through our Tallahassee Office on June 7th, 2001, per Melanie at CT Tallahassee. This filing had to be filed, first, to free the use of the names "TLP LP" and "TLP GP LLC".

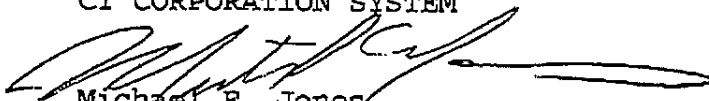
The registration papers for the general partner has been corrected to accurately reflect the date of beginning business in Florida as "upon qualification".

We kindly ask that you accept these filings as they are a true representation of the status of these entities at this time.

Please return evidence of these filings to Melanie, at CT Tallahassee, as soon as possible so that our customer may complete a financial transaction involving these entities today.

I sincerely appreciate your cooperation and should you have any questions or require further clarification please contact me at 800-759-8547.

Sincerely,
CT CORPORATION SYSTEM


Michael E. Jones
Assistant Secretary

Secretary of State of Florida
Att: Trevor Brumbley

01 JUN -7 PM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COPIES
AND
FILED

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

- 1. TLP GP LLC
(Name of foreign limited liability company)
- 2. DELAWARE 3. 13-4116888
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
- 4. APRIL 20, 2000 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
- 6. MAY 31, 2000
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
- 7. 1999 BRYAN STREET, SUITE 3200
DALLAS, TEXAS 75202
(Street address of principal office)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 JUN -1 PM 1:57

APPROVED
AND
FILED

- 8. If limited liability company is a manager-managed company, check here
- 9. The usual business addresses of the managing members or managers are as follows:
1999 BRYAN STREET, SUITE 3200
DALLAS, TEXAS 75202

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: All activities for which limited liability companies may conduct business under the laws of the State of Florida

David H. Hudnall
Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)
DAVID H. HUDNALL, MANAGER/AUTHORIZED REPRESENTATIVE
Typed or printed name of signee

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

TLP GP, LLC

2. The name and the Florida street address of the registered agent and office are:

C T Corporation System

(Name)

c/o C T Corporation System, 1200 South Pine Island Road

Florida street address (P.O. Box NOT ACCEPTABLE)

Plantation

FL 33324

City/State/Zip

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 proper 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..

C T Corporation System


(Signature)

Michael E. Jones
Assistant Secretary

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

01 JUN -7 PM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TLP GP L.L.C." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIRST DAY OF JUNE, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "TLP GP L.L.C." WAS FORMED ON THE TWENTIETH DAY OF APRIL, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

APPROVED
AND
FILED
01 JUN - 7 PM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3215902 8300

AUTHENTICATION: 1165748

010263240

DATE: 06-01-01