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DEBCO Consulting Services, Ltd.
d/b/a Brown Consulting Services, Ltd.
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(Address)

(City/State/Zip/Phone #)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 18, 2002

Registration Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

RE: *Application by Foreign Limited Partnership for Authorization to Transact Business in Florida; Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida.*

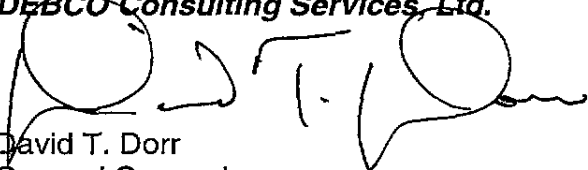
Dear Sir or Madam:

Enclosed for filing, please find the original and one copy of the following documents:

- Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida.
- Filing fees in the amount of \$130.00 (\$100 for filing fee for application; \$25 for designation of registered agent; and \$5 for certificate of status) payable to the Florida Department of State.
- Application by Foreign Limited Partnership for Authorization to Transact Business in Florida. Includes Affidavit of Capital Contributions for a Foreign Limited Partnership.
- Filing fees in the amount of \$53.50 (\$7 per \$1000) payable to the Florida Department of State. (Minimum amount - no new capital)

Please file the original and file stamp the copy of the applications and return the copy to me in the self-addressed, stamped envelope. If you have any questions, please feel free to contact David T. Dorr at (281) 333-1432. Thank you for your prompt attention to this matter.

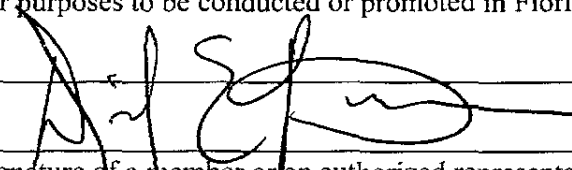
Sincerely,
DEBCO Consulting Services, Ltd.


David T. Dorr
General Counsel

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

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

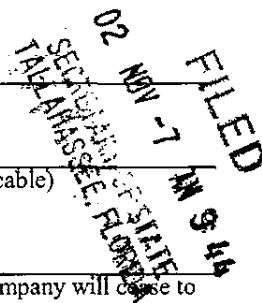
1. DEBCO Management, LLC.
(Name of foreign limited liability company)
2. Texas
(Jurisdiction under the law of which foreign limited liability company is organized)
3. _____
(FBI number, if applicable)
4. December 22, 2000
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. October 21, 2002
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 11811 North Freeway, Suite 410, Houston, Texas 77060
(Street address of principal office)
8. If limited liability company is a manager-managed company, check here ☒
9. The name and usual business addresses of the managing members or managers are as follows:
- David E. Brown, President
- DEBCO Management, LLC
- 11811 North Freeway, Suite 410
- Houston, Texas 77060
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: consulting services



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 E. Brown

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.

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CLERK OF CIRCUIT COURT
STATE OF FLORIDA

1. The name of the Limited Liability Company is:

DEBCO Management, LLC

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

David E. Brown

(Name)

791 N. Pine Island Road #103

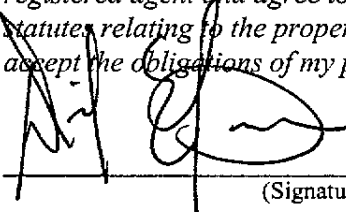
Florida street address (P.O. Box **NOT** ACCEPTABLE)

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.



(Signature)

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

Corporations Section
P.O. Box 13697
Austin, Texas 78711-3697



Gwyn Shea
Secretary of State

Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Articles Of Organization for DEBCO MANAGEMENT, L.L.C. (filing number: 708104222), a Domestic Limited Liability Company (LLC), was filed in this office on December 22, 2000.

It is further certified that the entity status in Texas is active.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on September 25, 2002.



Gwyn Shea

Gwyn Shea
Secretary of State