

Division of Corporations

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 DIVISION OF CORPORATION

Florida Department of State

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SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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FOREIGN LIMITED LIABILITY COMPANY

BELLAIRE EQUITIES VIII, LLC

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$125.00

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

IN COMPLIANCE WITH SECTION 608.508, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

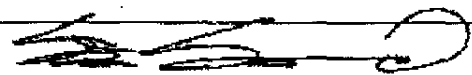
1. Bellaire Equities VIII, LLC
(Name of foreign limited liability company)
2. State of Texas
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 16-1642998
(FEI number, if applicable)
4. October 30, 2002
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. October 30, 2002
(Date first transacted business in Florida. (See sections 608.501, 608.502, and §17.155 F.S.))
7. 1800 Bering Drive, Suite 320
Houston, Texas 77057
(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:
Stephen S. Spessard, 1800 Bering Drive, Suite 320, Houston, Texas 77057
Michael S. McGrath, 1800 Bering Drive, Suite 320, Houston, Texas 77057

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 design 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: Real Estate

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TALLAHASSEE, FLORIDA

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Signature of a member or an authorized representative of a member.
(In accordance with section 608.406(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Stephen S. Spessard, President of Bellaire Equities VIII, LLC

Typed or printed name of signer

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**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:

Bellaire Equities VIII, LLC

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

Capitol Corporate Services, Inc.

(Name)

1333 North Duval St.

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

Tallahassee

FL 32303

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 698, F.S.

Bayle Wendle, asst. sec.
(Signature)

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

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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 Bellaire Equities VIII, LLC (filing number: 800138516), a Domestic Limited Liability Company (LLC), was filed in this office on October 30, 2002.

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

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 December 12, 2002.



Gwyn Shea

Gwyn Shea
Secretary of State

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