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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

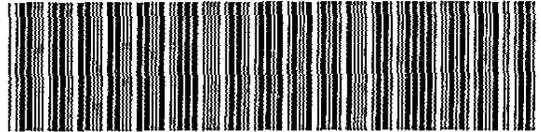
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SEC. OF STATE
TALLAHASSEE, FLORIDA

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SECRET LEGAL SERVICES

4515 Prentice Street
Suite 102
Dallas, Texas 75206
(214) 696-3959
Email - Abbey2@aol.com

To: Florida Dept of State
Corporation Division

From: Stephanie Secrest Abbey
Secrest Legal Services
4515 Prentice Street
Suite 102
Dallas, TX 75206
(214) 696-3959

Date: October 13, 2003

Re: USRP (S&C), LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please find enclosed duplicate originals of the Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida for the above named entity. Also enclosed is a Certificate of Good Standing from the domestic state of Delaware along with a check in the amount of \$155.00 for the filing fees.

Upon receipt, please have filed on an expedited basis, returning the filing evidence to my attention in the enclosed, self-addressed, prepaid FedEx envelope.

Should you incur problems, or have questions regarding this filing, please contact me at 214/696-3959.

Thank you in advance for your assistance with this matter!

Stephanie

**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. USRP (S&C), LLC
(Name of foreign limited liability company)

2. DELAWARE 3. NOT APPLICABLE
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 06/03/2003 5. PERPETUAL
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. UPON FILING
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 12240 INWOOD ROAD, SUITE 300
DALLAS, TEXAS 75244
(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:

- KENNETH J. UVA 12240 INWOOD ROAD, SUITE 300, DALLAS, TEXAS 75244
- ADRIANNE HOME 12240 INWOOD ROAD, SUITE 300, DALLAS, TEXAS 75244
- ROBERT J. STETSON 12240 INWOOD ROAD, SUITE 300, DALLAS, TEXAS 75244
- VALERIE SIVERLING 12240 INWOOD ROAD, SUITE 300, DALLAS, TEXAS 75244

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: OWNER OF REAL ESTATE

Valerie Siverling
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.)
VALERIE S. SIVERLING - MANAGER
Typed or printed name of signee

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TALLAHASSEE, FLORIDA

ADDITIONAL MANAGERS OF USRP (S&C), LLC

Gregory I. Strong
Harry O. David
Stacy M. Riffe

12240 Inwood Road, Suite 300, Dallas, Texas 75244
12240 Inwood Road, Suite 300, Dallas, Texas 75244
12240 Inwood Road, Suite 300, Dallas, Texas 75244

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SEC. CLERK
TALLAHASSEE, FLORIDA

**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:

USRP (S&C), LLC

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

Corporation Service Company
(Name)

1201 Hays Street
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee FL 32301
(City/State/Zip)

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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.

Jackie Casper - Asst. Sec.
(Signature)
Jackie Casper

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

Delaware

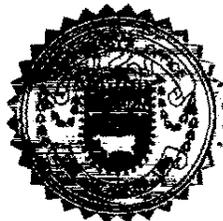
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "USRP (S&C), LLC" 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 TENTH DAY OF OCTOBER, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "USRP (S&C), LLC" WAS FORMED ON THE THIRD DAY OF JUNE, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3665591 8300

AUTHENTICATION: 2684297

030654355

DATE: 10-10-03