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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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DEFINITION OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

*BA*

**CSC**

CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 428940 7158992

AUTHORIZATION :

*Patricia Piquito*

COST LIMIT : \$ 125.00

04 FEB 17 AM 10:25  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : February 6, 2004

ORDER TIME : 11:05 AM

ORDER NO. : 428940-025

**\*\*PLEASE FILE FIRST\*\*\*\***

CUSTOMER NO: 7158992

CUSTOMER: Victoria Reyes, Corp Paralegal  
Fulbright & Jaworski  
Suite 2800  
2200 Ross Avenue  
Dallas, TX 75201

FOREIGN FILINGS

NAME: JPI MANAGEMENT SERVICES GP LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_\_ CERTIFIED COPY  
XX \_\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 2956

EXAMINER: \_\_\_\_\_

04 FEB 17 AM 10:28  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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. JPI MANAGEMENT SERVICES GP LLC  
(Name of foreign limited liability company)
2. DELAWARE  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. \_\_\_\_\_  
(FEI number, if applicable)
4. JANUARY 20, 2004  
(Date of Organization)
5. PERPETUAL  
(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. 600 E. LAS COLINAS BLVD., SUITE 1800  
IRVING, TEXAS 75039  
(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:  
JPI Investment Services, Inc. 600 E. Las Colinas Blvd., Suite 1800  
Irving, Texas 75039  
JPI Investment Company, L.P. 600 E. Las Colinas Blvd., Suite 1800  
Irving, Texas 75039
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: General Partner of  
Real Estate management partnership.

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.)

James W. Morgan Jr., Assistant Vice President of JPI Investment Services, Inc.

James W. Morgan Jr.  
Typed or printed name of signer

JPI Investment Services, Inc., by James W. Morgan Jr., Asst. Vice Presiden

**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:

JPI MANAGEMENT SERVICES GP 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)

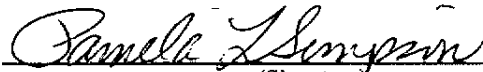
Tallahassee

FL

32301

(City/State/Zip)

*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) |

# Delaware

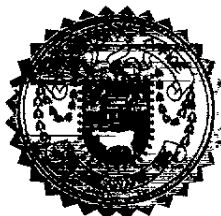
PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "JPI MANAGEMENT SERVICES GP 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 NINTH DAY OF FEBRUARY, A.D. 2004.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "JPI MANAGEMENT SERVICES GP LLC" WAS FORMED ON THE TWENTIETH DAY OF JANUARY, A.D. 2004.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2918043

3754532 8300

040086044

DATE: 02-09-04