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WALLACE B. McCALL, P.A.

WADE R. BYRD, P.A.

MICHEL BYRD ELLIS *

* MEMBER OF NEW YORK AND FLORIDA BAR

HARRY W. STEWART, JR.

(1907-1988)

July 28, 1997

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***285.00 ***285.00

Florida Department of State
Division of Corporations
Attn: Ms. Diane Cushing
P. O. Box 6327
Tallahassee, FL 32314

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*****8.75 *****8.75

SUBJECT: CRG Investments, L.P.-CRG
Investments Management, L.L.C.,
as General Partner
Isla Carroll Farms, L.P.-Isla
Carroll Farms Management,
L.L.C., as General Partner

Dear Ms. Cushing:

Pursuant to our telephone conversation today and your letter of July 23, 1997, we understand that the general partner for each of the above identified limited partnerships must qualify to do business in the State of Florida.

The documents for the limited partnerships have been previously sent to you along with the filing fees and are being held subject to further action.

Pursuant to our understanding and to your correspondence that each general partner must qualify to do business in the State of Florida, we enclose herewith the following:

Name	each general partner must qualify to do business in the State of Florida, we enclose herewith the following:
Availability	
1.	Application by Foreign Limited Liability Company for Authorization to Transact Business in the State of Florida filed on behalf of CRG Investments Management, L.L.C., a Delaware limited liability company. Attached to the application is a Certificate of Good Standing, as well as a check payable to the Florida Department of State in the amount of \$285.00.
2.	Application by Foreign Limited Liability Company for Authorization to Transact Business in the State of Florida filed on behalf of Isla Carroll Farms Management, L.L.C. Attached to the application is a Certificate of Good Standing issued by the State of Florida.
W. P. Verity	

C. TAX	
FILING	285.00
AGENCY	
DATE	
N. BANK	
BALANCE DUE	
REFUND	

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of Delaware, as well as a check payable to the Florida Department of State in the amount of \$285.00.

I have signed each of these applications on behalf of the limited liability company. I have also attached to each application, a fully executed original of Certificate of Designation of Registered Agent/Registered Office.

If you need any additional information and/or documentation for the qualification of the limited partnerships to do business within the State of Florida, would you please call me collect immediately.

We are enclosing herewith Federal Express envelope for the return of certified copies as per our prior correspondence with you.

With appreciation for your assistance.

Very truly yours,


WADE R. BYRD

WRB:fw
Enclosures

**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 TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. CRG Investments Management, L.L.C.
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. _____
(FEI number, if applicable)
4. July 11, 1997
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. July 30, 1997
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 3665 120th Avenue South 1501 Seamist
Wellington, Florida 33414 Houston, Texas 77008
(Street address of principal office)
8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS: TITLE: NAME & ADDRESS: TITLE:

Carroll R. Goodman - Sole Member 1501 Seamist
Houston, Texas 77008


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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of CRG Investments Management, L.L.C. deposes and says:

- 1) the above named limited liability company has at least ~~two members~~ one member
- 2) the total amount of cash contributed by the member(s) is \$ 12,000.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$
This total includes amounts from 2 and 3 above.
- 5) the total amount of cash or property anticipated to be contributed by member(s) is \$ 12,000.00



Signature of a member or authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Carroll R. Goodman, Sole Member
ByL Wade R. Byrd, Authorized Signature

Filing Fee: \$250.00 for Application and Affidavit

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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 IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

CRG Investments Management, L.L.C.

2. The name and address of the registered agent and office is:

Wade R. Byrd

(Name)

340 Royal Palm Way

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Palm Beach, FL 33480

(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.

Wade R. Byrd

Wade R. Byrd (Signature)

July 28, 1997

(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CRG INVESTMENTS MANAGEMENT, 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 ELEVENTH DAY OF JULY, A.D. 1997.

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

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A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION:

8554250

DATE:

07-11-97