



THE UNITED STATES
CORPORATION
COMPANY

M97000000635

ACCOUNT NO. : 072100000032

REFERENCE : 537710 4383318

AUTHORIZATION : Patricia Piquette

COST LIMIT : \$ 285.00

ORDER DATE : September 22, 1997

ORDER TIME : 10:0 AM

ORDER NO. : 537710-005

CUSTOMER NO: 4383318

900002299309--2

CUSTOMER: Ms. Stephanie Abbey
Secrest Legal Services
Suite 102
4515 Prentice Street
Dallas, TX 75206

FOREIGN FILINGS

NAME: USRP (MIDON) L.C.

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

m97000000635

2479 0004769

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 22 PM 12:44

RECEIVED
97 SEP 22 AM 10:44
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 22, 1997

CARINA DUNLAP
CSC NETWORK
TALLAHASSEE, FL

SUBJECT: USRP (MIDON) L.C.
Ref. Number: W97000021715

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We have received your document for USRP (MIDON) L.C. and the authorization to debit your account in the amount of \$285.00. However, the document has not been filed and is being returned for the following:

In addition to the Application documents, we must obtain a CERTIFICATE OF EXISTENCE from the Secretary of State of Texas.

This is a 1-page certificate that states that the company has been filed in Texas and hasn't been dissolved.,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 297A00046842

09/16/97

16:02

CSC/PHL&FS 904 222 0393

002

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT 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. USRP (Midon) LLC USRP (MIDON), LLC
(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. Please note: "L.L.C." is not an acceptable suffix in Florida.)
2. Texas 3. 41-1541630
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. July 18, 1997 5. perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. September 5, 1997
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 5310 Harvest Hill, Suite 270
Dallas, Texas 75230
(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:
Robert Stetson 5310 Harvest Hill, Ste 270 Dallas, Tx 75230	Manager		
Fred Kargolin 5310 Harvest Hill, Ste 270 Dallas, Tx 75230	Manager		

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SECRETARY OF CORPORATIONS
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09/15/97

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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, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, 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: USRP (Kidm) L.C.

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

CORPORATION SERVICE COMPANY
(Name)

1201 HAYS STREET
(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.

Deborah M. Skipper, its agent
(signature)

9/17/97
(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

09/16/97

16:03

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003

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**FILED
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The undersigned member or authorized representative of a member of _____
USRP (Hidon) L.C. deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 1,000.00
- 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 total amount of cash or property anticipated to be contributed by member(s) is
\$ 1,000.00. This total includes amounts from 2 and 3 above.

Fred Margolin
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.)



The State of Texas

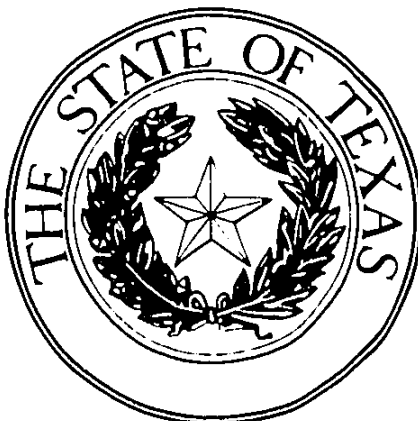
SECRETARY OF STATE

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IT IS HEREBY CERTIFIED that
Articles of Organization of

USRP (MIDON), LLC
File No. 7027928-22

were filed in this office and a certificate of organization was issued to this limited liability company, and no certificate of dissolution is in effect and the company is currently in existence.



*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on September 25, 1997.*

1087.

Antonio O. Garza, Jr.
Secretary of State

PH