



THE UNITED STATES
CORPORATION
COMPANY

M98000000364

ACCOUNT NO. : 072100000032

REFERENCE : 784524 4322404

AUTHORIZATION :

COST LIMIT : \$ 293.75

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 APR 17 AM 11:32

ORDER DATE : April 16, 1998

ORDER TIME : 9:26 AM

ORDER NO. : 784524-015

000002492000--1

CUSTOMER NO: 4322404

CUSTOMER: Susan E. Mitchell, Legal Asst
Jenkins & Gilchrist
Suite 3200
1445 Ross Avenue
Dallas, TX 752022711

FOREIGN FILINGS

NAME: FCH/SH LEASING, L.L.C.

DIVISION OF CORPORATIONS
98 APR 17 AM 10:07

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

(5)

4/17/98

**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:

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1. FCH/SH LEASING, 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. 75-2712398
(FEI number, if applicable)
4. 6/17/97
(Date of Organization)
5. until December 31, 2037
(Duration: Year limited liability company will cease to exist or "perpetual")
6. April 30, 1998
(Date first transacted business in Florida.)
7. 545 E. John Carpenter Freeway, Suite 1300
Irving, Texas 75062
(Street address of principal office)
8. Corporation Service Company
(Name of the registered agent of foreign limited liability company)
9. 1201 Hays Street, Tallahassee, Florida 32301
(Address of the required office of foreign limited liability company)
10. Name(s) and business address(es) of ~~managing member(s)~~ or manager(s) who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

<u>Thomas J. Corcoran, Jr. nkr</u>	<u>Lawrence D. Robinson nkr</u>
<u>545 E. John Carpenter Fwy.</u>	<u>545 E. John Carpenter Fwy.</u>
<u>Suite 1300</u>	<u>Suite 1300</u>
<u>Irving, Texas 75062</u>	<u>Irving, Texas 75062</u>

Hervey A. Feldman *MGR*
545 E. John Carpenter Fwy.
Suite 1300
Irving, TX 75062

APRIL 15, 1998

(Date)

Randall L. Churchey *MGR*
545 E. John Carpenter Fwy.
Suite 1300
Irving, TX 75062



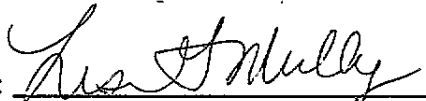
(Signature of Authorized Person)

**MANAGER, SENIOR VICE PRESIDENT &
SECRETARY**

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REGISTERED AGENT ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated foreign limited liability company at the place designated in this certificate pursuant to the provisions of section 608.507, Florida Statutes, 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.

By: 
(Signature)

LISA G. MULLIGAN

(Type Name of Officer)

V. PRES.

(Title of Officer)

APRIL 16, 1998

(Date)

**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 FCH/SH Leasing, L.L.C.
_____ deposes and says:


1) the above named limited liability company has one member.

2) the total amount of cash contributed by the member(s) is \$ 1,000

3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0
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 \$ 1,000
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 \$ 1,000


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.)

Lawrence D. Robinson, Senior Vice President and Manager
of DJONT Operations, L.L.C., Sole Member of FCH/SH Leasing,
L.L.C.

Filing Fee: \$250.00 for Application and Affidavit

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FCH/SH LEASING, 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 SIXTEENTH DAY OF APRIL, A.D. 1998.



Edward J. Freel

Edward J. Freel, Secretary of State

2763559 8300

981145620

AUTHENTICATION:

9030408

DATE:

04-16-98