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State

Zip

Phone

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\*\*\*\*285.00 \*\*\*\*285.00

CORPORATION(S) NAME

Brentwood - Loxford Partners, LLC.

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- Limited Liability Company
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8/24/98

**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:

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1. Brentwood-Lexford Partners, 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.)

2. Texas 3. Applied For  
 (Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. April 13, 1998 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. 8615 Freeport Parkway, Suite 200  
Irving, Texas 75063  
 (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:
<u>FSC Realty, LLC</u>	<u>MGMR</u>	_____	_____
<u>9777 Wilshire Blvd.</u>		_____	
<u>Suite 710</u>		_____	
<u>Beverly Hills, CA 90212</u>		_____	
_____		_____	
_____		_____	
_____		_____	
_____		_____	

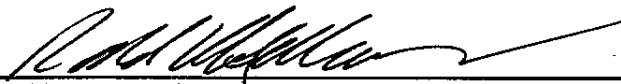
9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

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

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The undersigned member or authorized representative of a member of Brentwood-Lexford Partners, LLC  
\_\_\_\_\_ certifies:

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the member(s) is \$ 20,000 \_\_\_\_\_;
- 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.)  
and
- 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$ 20,000 \_\_\_\_\_;  
(This total includes amounts from 2 and 3 above.)

  
\_\_\_\_\_

**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.)

Ralph Williams, Chief Financial Officer

\_\_\_\_\_  
Typed or printed name of signee

**Filing Fee: \$250.00 for Application and Affidavit**

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

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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.

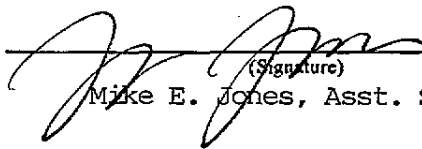
1. The name of the limited liability company is: Brentwood-Lexford Partners, LLC

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

C T CORPORATION SYSTEM  
(Name)  
c/o C T CORPORATION, 1200 South Pine Island Road,  
(P.O. Box not acceptable)  
Plantation, Florida 33324  
(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.*

C T CORPORATION SYSTEM

  
(Signature)  
Mike E. Jones, Asst. Secy.

8/22/98  
(Date)

FILING FEE: \$ 35 for Designation of Registered Agent



**The State of Texas**  
**SECRETARY OF STATE**

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**IT IS HEREBY CERTIFIED that**  
**Articles of Organization of**

**BRENTWOOD-LEXFORD PARTNERS, LLC**  
**File No. 7035983-22**

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 August 19, 1998.*

Alberto R. Gonzales  
Secretary of State

BAM