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THE UNITED STATES
CORPORATION
COMPANY
LIST

ACCOUNT NO. : 072100000032

REFERENCE : 988398 4344517

AUTHORIZATION :

COST LIMIT : \$ 285.00

Patricia P. [Signature]

ORDER DATE : October 7, 1998

ORDER TIME : 9:19 AM

ORDER NO. : 988398-005

CUSTOMER NO: 4344517

CUSTOMER: Ms. Denise Starkey
Centex Corporation
2728 North Harwood
Mailroom/no. 209
Dallas, TX 75201

500002658895--9

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DIVISION OF CORPORATION

FOREIGN FILINGS

NAME: CENTEX MULTI-FAMILY ST. PETE
I, L.L.C.

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

Name	10/8/98	CERTIFIED COPY
Availability	XX DCC	PLAIN STAMPED COPY
		CERTIFICATE OF GOOD STANDING
Document Examiner		DCC
Updater	CONTACT PERSON:	Cassandra Bryant
Updater Verifier		DCC
Acknowledgement		DCC
Verifier		DCC

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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. Centex Multi-Family St. Peté I, L.L.C.
(Name of foreign limited liability company)
 2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
 3. 75-2783688
(FEI number, if applicable)
 4. September 8, 1998
(Date of Organization)
 5. December 31, 2098
(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. 2728 N. Harwood Street, Dallas, Texas 75201-1516
(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:
Michael M. Vick <u>2728 N. Harwood Street</u> Dallas, Texas 75201-1516	<u>Manager</u>	_____	_____
_____	_____	_____	_____
Kyle D. Lovelady <u>2728 N. Harwood Street</u> Dallas, Texas 75201-1516	<u>Manager</u>	_____	_____
_____	_____	_____	_____
Dennis K. Winzeler <u>2728 N. Harwood Street</u> Dallas, Texas 75201-1516	<u>Manager</u>	_____	_____
_____	_____	_____	_____

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

The undersigned member or authorized representative of a member of _____
Centex Multi-Family St. Pete I, L.L.C. certifies:

- 1) the above named limited liability company has at least 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 \$
(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 \$ 2,001
(This total includes amounts from 2 and 3 above.)

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Centex Multi-Family Company, L.P., a Delaware limited partnership
By: Centex Multi-Family Company, a Nevada corporation,
its sole general partner

Michael M. Vick
Signature of a member or an 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.)

Michael M. Vick

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

**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:

Centex Multi-Family St. Pete I, L.L.C.

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

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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 D. Skipper
(Signature)

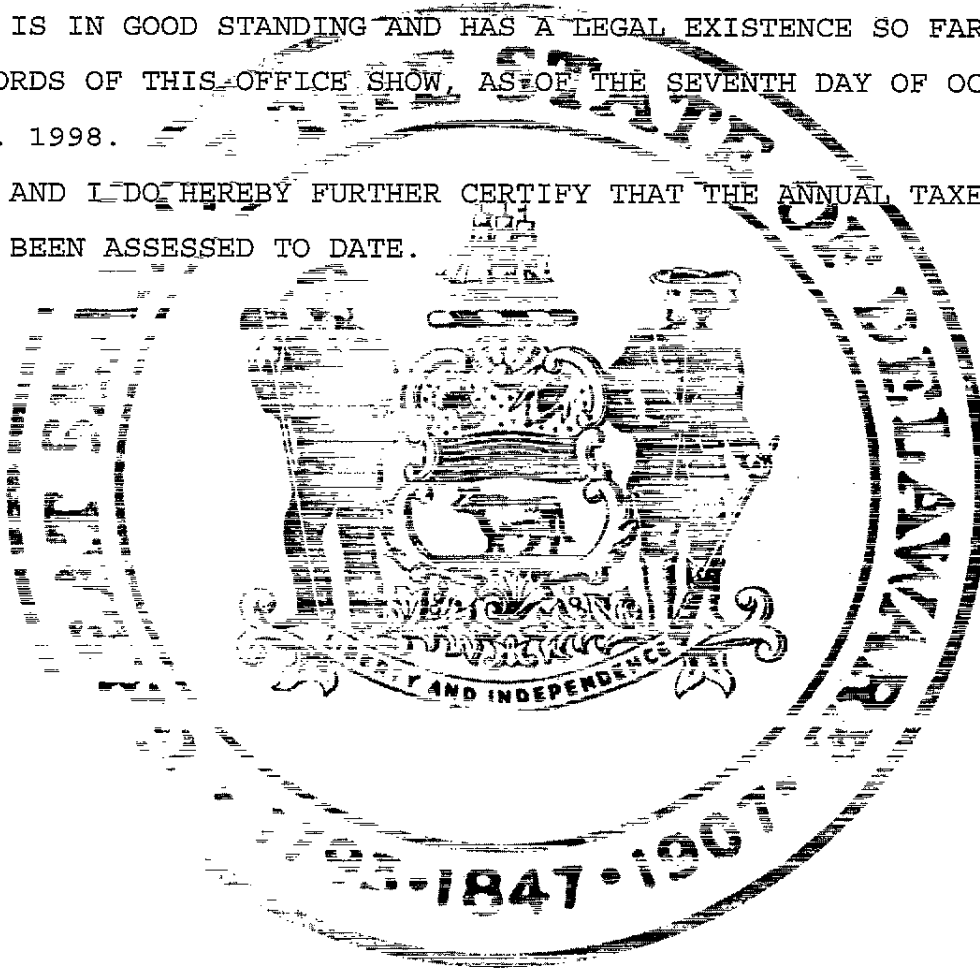
Filing Fee: \$ 35 for Designation of Registered Agent

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 "CENTEX MULTI-FAMILY ST. PETE I, 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 SEVENTH DAY OF OCTOBER, A.D. 1998.

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



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Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: