

m98000001150



ACCOUNT NO. : 072100000032

REFERENCE : 988398 4344517

AUTHORIZATION :

COST LIMIT : \$ 285.00

ORDER DATE : October 7, 1998

ORDER TIME : 9:19 AM

ORDER NO. : 988398-010

CUSTOMER NO: 4344517

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

400002658894--3

FOREIGN FILINGS

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

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

Name	10/8/98
Availability	DCC
Document	
Examiner	DCC
Undater	DCC
W. P. Verifier	DCC
Acknowledgment	DCC
W. P. Verifier	DCC

CONTACT PERSON: Cassandra Bryant

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT - 8 AM 11:27

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. Pete II, L.L.C.
(Name of foreign limited liability company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 75-2783681
(FEI number, if applicable)
4. September 23, 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
2728 N. Harwood Street
Dallas, Texas 75201-1516

Manager

Kyle D. Lovelady
2728 N. Harwood Street
Dallas, Texas 75201-1516

Manager

Dennis K. Winzeler
2728 N. Harwood Street
Dallas, Texas 75201-1516

Manager

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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 II, 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.)

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 II, 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.

Nehorah N. Skipper as agent
(Signature)

(Signature)

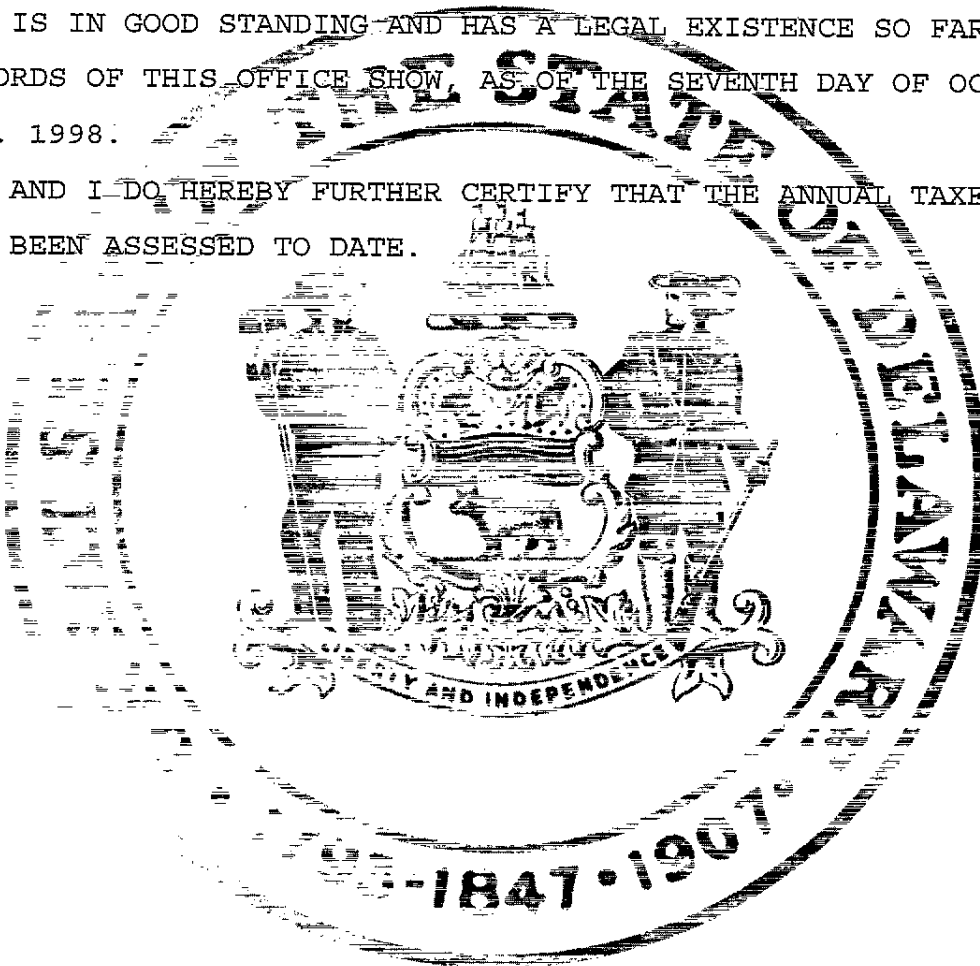
Filing Fee: \$ 35 for Designation of Registered Agent

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 II, 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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10-07-98
Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: