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ACCOUNT NO. : 072100000032  
REFERENCE : 064950 4345882  
AUTHORIZATION :  
COST LIMIT : \$ 346,000 Patasia P...

ORDER DATE : December 14, 1998  
ORDER TIME : 11:07 AM  
ORDER NO. : 064950-025  
CUSTOMER NO: 4345882

700002717397--9

CUSTOMER: Melissa Huber, Legal Asst  
Crow Family Holdings  
2001 Ross Avenue  
3200 Trammell Crow Center  
Dallas, TX 75201

FOREIGN FILINGS

NAME: CIN RIVER BRIDGE GP, L.L.C.

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
- PLAIN STAMPED COPY
- XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

Name	<i>MAA</i>
Availability	<i>MAA</i>
Document Examiner	<i>MAA</i>
Updater	<i>MAA</i>
Updater Verifier	<i>MAA</i>
Acknowledgement	<i>MAA</i>
P. Verifier	<i>MAA</i>

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 DEC 21 PM 3:11

**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. CIN River Bridge GP, L.L.C.  
(Name of foreign limited liability company)
2. Delaware  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. Applied For  
(FEI number, if applicable)
4. December 14, 1998  
(Date of Organization)
5. Perpetual  
(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. 2001 Ross Avenue, Suite 3200, Dallas, Texas 75201  
(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>InvestCenter III, L.L.C.</u>	<u>MGRM</u>	_____	_____
<u>2001 Ross Avenue, Ste 3200</u>		_____	
<u>Dallas, Texas 75201</u>		_____	
_____		_____	
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 SECRETARY OF STATE  
 DIVISION OF CORPORATIONS  
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*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 "CIN RIVER BRIDGE GP, 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 FIFTEENTH DAY OF DECEMBER, A.D. 1998.

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

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981483721

9464318  
12-15-98



*Edward J. Freel*  
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

**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:

CIN River Bridge GP, 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

*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.*

By: Karen B. Rozar  
(Signature)

Karen B. Rozar, Asst. Sec.  
Corporation Service Company

**Filing Fee: \$ 35 for Designation of Registered Agent**

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

The undersigned member or authorized representative of a member of CIN River Bridge GP, L.L.C.

\_\_\_\_\_ certifies:

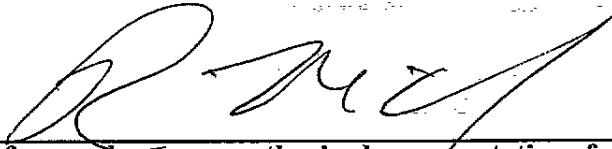
1) the above named limited liability company has at least one member;

2) the total amount of cash contributed by the member(s) is \$ 70,000 ;

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 \$ 70,000 .  
(This total includes amounts from 2 and 3 above.)

CIN RIVER BRIDGE GP, L.L.C.  
By: InvestCenter III, L.L.C.,



\_\_\_\_\_  
**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.)

ROBERT A. McCLAIN VENTURE MANAGER + REPRESENTATIVE OF  
Typed or printed name of signee INVEST CENTER III, L.L.C.

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