

MA80000001562



ACCOUNT NO. : 072100000032

REFERENCE : 064950 4345882

AUTHORIZATION : *Patricia P. [Signature]*

COST LIMIT : \$ 346.25

ORDER DATE : December 14, 1998

ORDER TIME : 10:56 AM

ORDER NO. : 064950-035

CUSTOMER NO: 4345882

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

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
TELEPHONE: 754-4111

FOREIGN FILINGS

400002717334--9

NAME: INVESTCENTER III, L.L.C.

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Robert Maxwell

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

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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. InvestCenter III, L.L.C.
(Name of foreign limited liability company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 75-2777811
(FEI number, if applicable)
4. August 12, 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>F. Jonathan Dracos</u>	<u>MGR</u>	<u>Robert A. McClain</u>	<u>MGR</u>
<u>280 Park Avenue, 37th Floor</u>		<u>2001 Ross Avenue, Ste 3200</u>	
<u>New York, New York 10017</u>		<u>Dallas, Texas 75201</u>	
<u>Edward G. Lord</u>	<u>MGR</u>	<u>Anthony W. Dona</u>	<u>MGR</u>
<u>280 Park Avenue, 37th Flr</u>		<u>2001 Ross Avenue, Ste 3200</u>	
<u>New York, New York 10017</u>		<u>Dallas, Texas 75201</u>	
<u>John R. Fraser</u>	<u>MGR</u>		
<u>280 Park Avenue, 37th Flr</u>			
<u>New York, New York 10017</u>			

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 DIVISION OF CORPORATIONS
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State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INVESTCENTER III, 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.

2932785 8300

981481650



9461933
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:

InvestCenter III, 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 InvestCenter III, L.L.C.

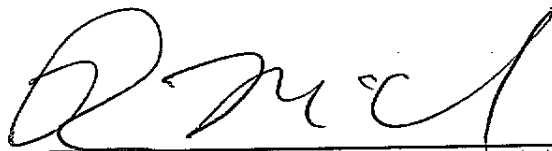
_____ certifies:

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

2) the total amount of cash contributed by the member(s) is \$ 70,693 ;

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 \$ 70,693 ;
(This total includes amounts from 2 and 3 above.)



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 AND REPRESENTATIVE

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit