

# BELLINGER & DEWOLF

\* REGISTERED LIMITED LIABILITY PARTNERSHIP  
ATTORNEYS AND COUNSELORS  
750 N. ST. PAUL STREET, SUITE 900  
DALLAS, TEXAS 75201  
(214) 954-9540

FACSIMILE:  
(214) 954-9541

m99000000601

DIRECT E-MAIL:  
dthomas@bd-law.com

April 19, 1999

## VIA FEDERAL EXPRESS

Registration Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

000002848470-7  
-04/22/93--01121--003  
\*\*\*\*\*293.75 \*\*\*\*\*293.75

Attn: Diane Cushing

RE: Application By Foreign Limited Liability Company for Authorization to Transact  
Business in Florida for Cumberland Allegiance Management Company, L.L.C.,  
a Texas limited liability company (the "Company")

Dear Diane:

Enclosed please find the following which are hereby submitted to register the above  
referenced Company to transact business in Florida:

- (1) Application by Foreign Limited Liability Company for Authorization to Transact  
Business in Florida and the attached Certificate of Existence (collectively, the  
"Application");
- (2) Affidavit of Membership and Contributions of Foreign Limited Liability Company  
(the "Affidavit"); and
- (3) Certificate of Designation of Registered Agent/Registered Office (the "Designation  
of Registered Agent").

Name	4/23/99
Availability	dcc
Document	filing fee
Examiner	Registered Agent
Updater	DCC
Updater	Immediate
Verifier	DCC
Acknowledgement	DCC
P. Verifier	DCC

Also, enclosed is a check in the total amount of \$293.75, of which \$250.00 represents the  
filing fee for the Application and Affidavit, \$35.00 represents the fee for Designation of  
Registered Agent and \$8.75 represents the fee for obtaining one certificate of status.

Immediately upon filing the Application, please return all correspondence concerning this  
matter, including evidence of filing the Application and the certificate of status to the following:

C. TAX  
FILING  
R. AGENT FEE  
C. OFFICE  
TOL  
N. BANK  
BALANCE DUE  
REFUND

m99000000601

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# BELLINGER & DeWOLF

A REGISTERED LIMITED LIABILITY PARTNERSHIP  
ATTORNEYS AND COUNSELORS

Ms. Diane Cushing  
April 19, 1999  
Page 2

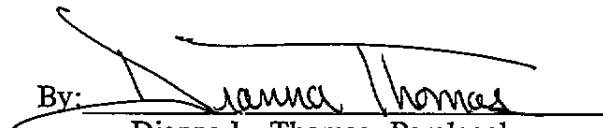
Walter A. Suberg, Esq.  
Bellinger & DeWolf, L.L.P.  
750 N. St. Paul, Suite 900  
Dallas, Texas 75201

Enclosed for your convenience please find a self-addressed Federal Express envelope.

As always, thank you for your assistance. Feel free to call me if you have any questions concerning this matter.

Sincerely yours,

BELLINGER & DEWOLF, L.L.P.

By:   
Dianna L. Thomas, Paralegal

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Enclosure

cc: Mr. Bradford B. Beck (w/encl: via facsimile 214-891-8180)  
Walter A. Suberg, Esq.

# 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. Cumberland Allegiance Management Company, L.L.C.  
(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  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 75-2724114  
(FEI number, if applicable)
4. September 10, 1997  
(Date of Organization)
5. Perpetual  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Anticipated to be May 1, 1999  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 8080 North Central Expressway, Suite 650, Dallas, Texas 75206  
(Street address of principal office)

FILED  
 99 APR 20 PM 1:00  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

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:
Cumberland Allegiance Development Company, L.L.C. 8080 N. Central Expressway Ste. 650, Dallas, TX 75206	MGRM	Buckshot Investmens, Inc. 8080 N. Central Expressway Ste. 650, Dallas, TX 75206	MGRM
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

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**

The undersigned member or authorized representative of a member of Cumberland  
Allegiance Management Company, 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 \$ 1,000.00;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 00;  
(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 \$ 1,000.00.  
(This total includes amounts from 2 and 3 above.)

Cumberland Allegiance  
Development Company, L.L.C.  
a Texas limited liability company

By: 

Bradford B. Beck, President

**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.)

FILED  
99 APR 20 PM 1:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Bradford B. Beck, President

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:

Cumberland Allegiance Management Company, L.L.C., a Texas limited liability company

2. The name and the Florida street address of the registered agent and office are:

CT Corporation System  
(Name)

1200 South Pine Island Road  
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Plantation FL 33324  
City/State/Zip

FILED  
99 APR 20 PM 1:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*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.*

Randy A. Shelley  
(Signature)

**RANDY A. SHELLEY  
SPECIAL ASSISTANT SECRETARY**

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



# The State of Texas

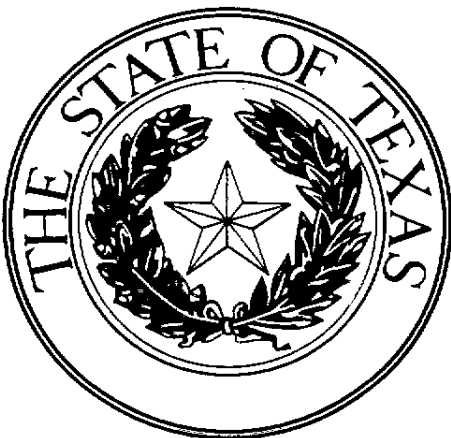
SECRETARY OF STATE

IT IS HEREBY CERTIFIED that  
Articles of Organization of

CUMBERLAND ALLEGIANCE MANAGEMENT COMPANY, L.P.  
File No. 7029282-22

FILED  
99 APR 20 PM 1:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 April 12, 1999.*

Elton Bomer  
Secretary of State

PH