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June 21, 1999

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Bookends Beach, L.L.C.

000002914310--4
-06/24/99-01067-013
*****285.00 *****285.00

Dear Sir or Madam:

Enclosed for filing please find the original and a copy of the following:

1. Application by Foreign Limited Liability Company for Authorization Transact Business in Florida;
 2. Certificate of Existence;
 3. Affidavit of Membership and Contributions of Foreign Limited Liability Company; and
 4. Certificate of Designation of Registered Agent/Registered Office.
- 99 JUN 26 AM 9:51
DIVISION OF CORPORATIONS
FILED

Also, enclosed is our check in the amount of \$285.00 to cover the filing fees of the above mentioned documents. Please forward the letter of acknowledgment to me at your earliest convenience. mtn

If you have any questions or comments, please feel free to contact me. 6/29

Very truly yours,

PORTER, ROGERS, DAHLMAN & GORDON


Daniel J. Davis

DJD:sg
Enclosures

cc: Michael Power
SAPOWER ~1\FORTWA-2\CORRES~1\FLORIDA.SOS
June 21, 1999 (2:45pm)

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. Bookends Beach, 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. _____
(FEI number, if applicable)
4. June 26, 1996
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. 1999
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 560 Edmond, Suite M
Waco, Texas 76710
(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>Michael R. Power</u>	<u>MGRM</u>	_____	_____
<u>560 Edmond, Suite M</u>	_____	_____	_____
<u>Waco, Texas 76710</u>	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

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.)

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 59 JUN 24 AM 9:51

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

The undersigned member or authorized representative of a member of _____

Bookends Beach, 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 \$ 2,000.00 ;

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 \$ 2,000.00 ;
(This total includes amounts from 2 and 3 above.)

FILED
CLERK OF DISTRICT COURT
JUN 24 AM 9:51
\$ 2,000.00



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 Power

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:

Bookends Beach, L.L.C.

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

George W. Mathews, III

(Name)

Suite 104, Congress Center, 1325 South Congress Ave.

Florida street address (P.O. Box **NOT** ACCEPTABLE)

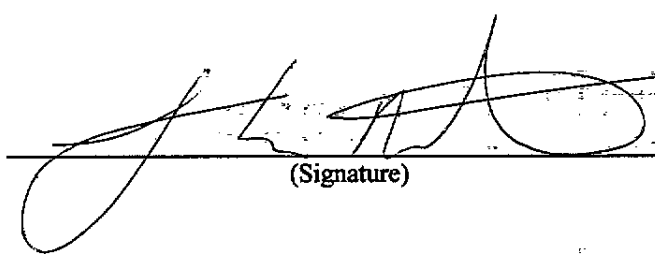
Boynton Beach,

FL

33426

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.


(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

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SECRETARY OF STATE
DIVISION OF CORPORATIONS



The State of Texas

SECRETARY OF STATE

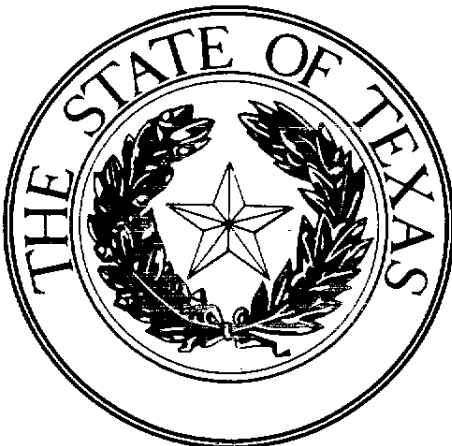
IT IS HEREBY CERTIFIED that
Articles of Organization of

BOOKENDS BEACH, L.L.C.
File No. 07019030-22

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.

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DIVISION OF CORPORATIONS
99 JUN 24 AM 9:51

*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 May 18, 1999.*



Elton Bomer
Secretary of State

MAC