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LOREN W. PETERS
ATTORNEY

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San Antonio, Texas 78213

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Florida Department of State
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

95 AUG 17 AM 8:19

SECRET
DIVISION OF CORPORATIONS
FILED

- Re: (1) Application of Gloucester Holdings, LLC (a Texas limited liability company)
for authorization to transact business in Florida
(2) Certificate of Limited Partnership of Spectrum Community Services, Ltd. (a
Florida limited partnership)

mtw
8/20

Dear Filing Officer:

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-08/17/99--01042--003
****285.00 ****285.00

With regard to item (1) referenced above, I enclose the following documents: 699-19172

- a. Original and one copy of "Application By Foreign Limited Liability Company for Authorization To Transact Business in Florida," with attached "Affidavit Of Membership And Contributions Of Foreign Limited Liability Company," and attached Certificate of Existence issued by the Secretary of State of Texas.
- b. Original and one copy of Certificate of Designation of Registered Agent/Registered Office
- c. Check in the amount of \$285.00 to cover the \$250.00 filing fee for document "a" and the \$35.00 filing fee for document "b".

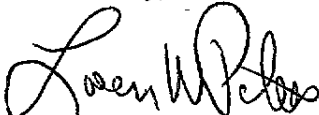
Please file the above listed Application and Certificate of Designation of Registered Agent/ Registered Office, and send the letter of acknowledgment to the undersigned at the above address.

With regard to item (2) referenced above, I enclose the original and one copy of a Certificate of Limited Partnership for Spectrum Community Services, Ltd., together with an attached "Affidavit Of Capital Contributions For Florida Limited Partnership" and my client's filing fee check in the amount of \$1,750.00. Please file the Certificate of Limited Partnership and send the letter of acknowledgment of filing to the undersigned at the above address.

The enclosed checks are issued on Diamondback Management Services, Ltd., which is the management company responsible for business operations of Gloucester Holdings, LLC and Spectrum Community Services, Ltd.

Please call me if you have any questions.

Yours truly,


Loren W. Peters

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SECRETARY OF STATE

**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:

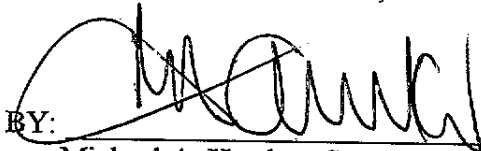
1. Gloucester Holdings, LLC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. Texas
(Jurisdiction under the law of which foreign limited liability company is organized)
3. _____
(FEI number, if applicable)
4. August 10, 1999
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. To be date of approval of this application
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 9311 San Pedro, Suite 1103, San Antonio, TX 78216
(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:
Gary L. Bowers	President		
9311 San Pedro, Ste. 1103			
San Antonio, TX 78216			
Michael A. Hawker	Sec/Tres		
9311 San Pedro, Ste. 1103			
San Antonio, TX 78216			
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

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.)

This APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA is signed this 16TH
day of AUGUST, 1999.

GLOUCESTER HOLDINGS, LLC

BY: 

Michael A. Hawker, Secretary/Treasurer

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DIVISION
99 AUG 17 AM 8:19

**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:

Gloucester Holdings, LLC (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 Drive

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

Plantation

FL

33324

City/State/Zip

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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.

CT Corporation System

By: 

(Signature)

**KIRK HOOD
ASSISTANT SECRETARY**

Filing Fee: \$ 35 for Designation of Registered Agent

The undersigned member or authorized representative of a member of Gloucester
Holdings, LLC certifies:

- FILED
AUG 17 11 00 AM '99
FBI - NEW YORK
REC'D
AUG 17 11 00 AM '99
FBI - NEW YORK

Michael A. Hawker, Secretary/Treasurer

Durham Holdings, LLC; Sole Member of Gloucester Holdings, LLC

Filing Fee: \$250.00 for Application and Affidavit



The State of Texas

SECRETARY OF STATE

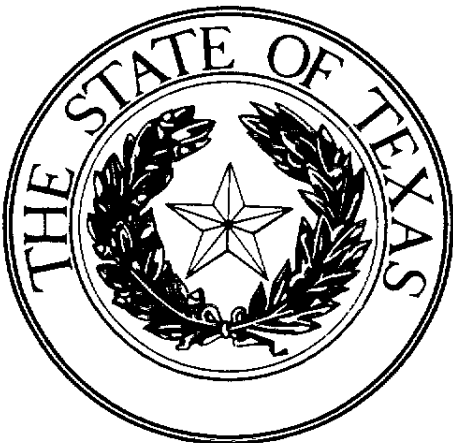
IT IS HEREBY CERTIFIED that
Articles of Organization of

GLOUCESTER HOLDINGS, LLC
File No. 07054112-22

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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SECRETARY OF STATE
DIVISION
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*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 August 13, 1999.*



Elton Bomer
Secretary of State

MAC