

M99000001389



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 362989 4726483

AUTHORIZATION :

COST LIMIT : \$ 285.00

9/3

Patricia Pizub

ORDER DATE : September 2, 1999

ORDER TIME : 9:43 AM

ORDER NO. : 362989-020

CUSTOMER NO: 4726483

CUSTOMER: Ms. Connie Holland
Donohoe Jameson & Carroll P.C.
3400 Renaissance Tower
1201 Elm Street, Suite 3400
Dallas, TX 75270-2120

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP -3 PM 1:47

FOREIGN FILINGS

NAME: HD REAL ESTATE, LLC

300002978312--8

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: Janna Wilson

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|-------------------|
| Name |
| Availability |
| Document Examiner |
| Updater |
| Updater Verifier |
| Acknowledgment |
| W. P. Verifier |

RECEIVED
99 SEP -3 AM 11:31
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
ALLAHERSE, FILING A

HD REAL ESTATE, LLC

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. **HD REAL ESTATE, LLC**

(Name of foreign limited liability company; must include the words "limited liability company", or "limited company" or their abbreviations "L.L.C." OR "L.C." if not contained in the name at present.)

2. **Delaware**

(State or country under the law of which it is incorporated)

3. _____

(FEI number, if applicable)

4. **August 31, 1999**

(Date of incorporation)

5. **Perpetual**

(Duration: Year corp. will cease to exist or "perpetual")

6. **September 7, 1999**

(Date first transacted business in Florida.) (SEE SECTIONS 608.501, 608.502 and 817.155, F.S.)

7. **500 Crescent Court, Suite 300, Dallas, Texas 75201**

(Current mailing address)

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)

| <u>Name</u> | <u>Title</u> | <u>Address</u> |
|---------------------|--------------|--|
| HD Associates, L.P. | MGRM | 500 Crescent Court Suite 300 Dallas, Texas 75201 |

9. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP -3 PM 1:47

SIGNATURE PAGE
ATTACHED TO AND MADE A PART OF
APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY
FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
[HD REAL ESTATE, LLC]

Under the penalties of perjury, I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

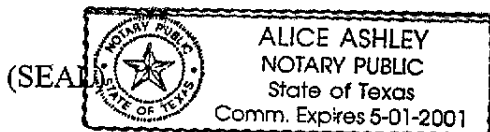
Signed this 1st day of September, 1999.

HD REAL ESTATE, LLC,
a Delaware limited liability company

By: Paul E. Rowsey -
Paul E. Rowsey, III
Vice President

THE STATE OF TEXAS 3
 3
COUNTY OF DALLAS 3

This instrument was acknowledged before me on September 1, 1999, by Paul E. Rowsey, III, Vice President of HD Real Estate, LLC, a Delaware limited liability company, on behalf of such limited liability company.



My Commission Expires:

5-01-2001

Alice Ashley
Notary Public, State of Texas
Alice Ashley
Typed or Printed Name of Notary Public

Name and Florida street address of registered agent.

Corporation Service Company
1201 Hays Street
Tallahassee, FL 32301

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of section 607.0505, Florida Statutes.

Deborah D. Skipper
As it's Agent, Deborah D. Skipper

9-3-99
Date

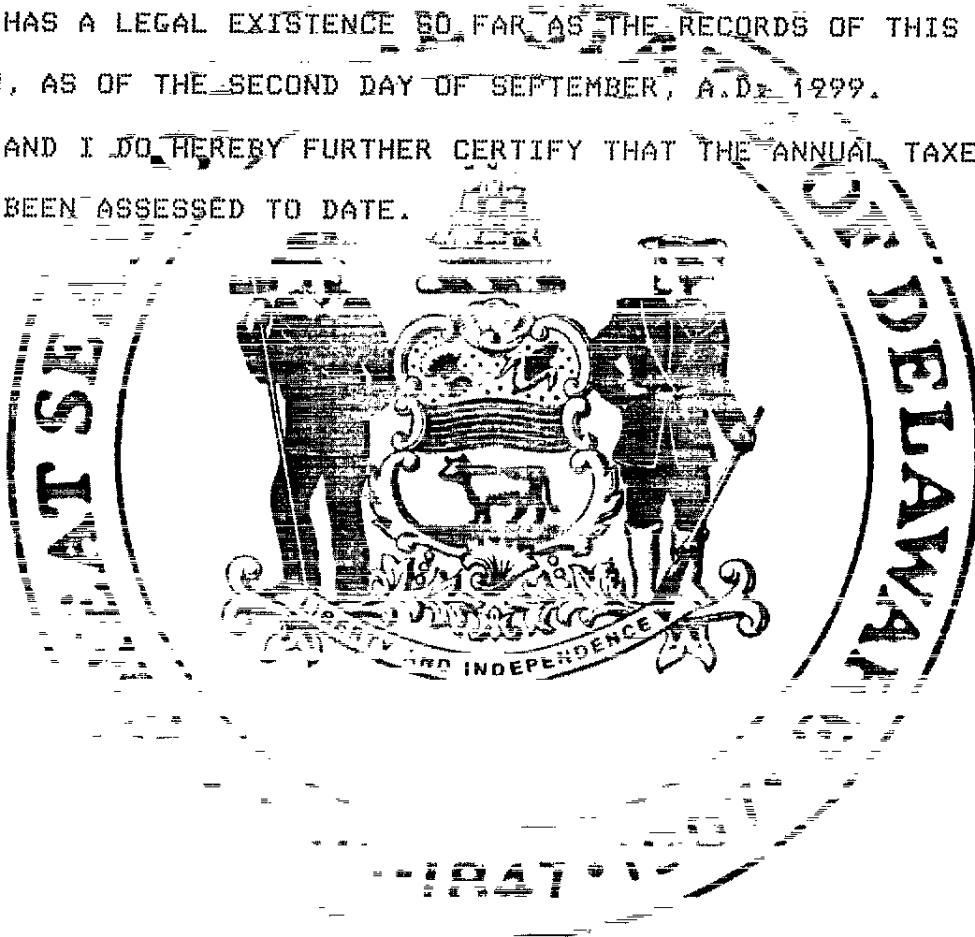
Deborah D. Skipper
as its agent

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 "HD REAL ESTATE, LLC" 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 SECOND DAY OF SEPTEMBER, A.D. 1999.

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



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

3090561 8300

991368953

9953192

09-02-99

HD REAL ESTATE, LLC

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of HD Real Estate, LLC, a Delaware limited liability company, certifies:

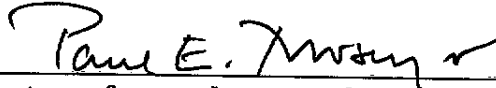
1. the above name limited liability company has at least one member;
2. the total amount of cash contributed by the member is: \$1,000.00
3. if any, the agreed value of property other than cash contributed by member(s) is -0-
(A description of the property, if any, is attached and made a part hereto.)

and

4. the total amount of cash and property contributed and anticipated to be contributed by the member is \$1,000.00
(This total includes amounts from 2 and 3 above.)

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SIGNATURE PAGE
ATTACHED TO AND MADE A PART OF
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF
FOREIGN LIMITED LIABILITY COMPANY
[HD Real Estate, L.L.C.]



Signature of a member or 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.

Typed or printed name of signee:

Paul E. Rowsey, III
Vice President of HD Real Estate, LLC
and
President of Eiger, Inc., general partner
of Dunes Operating Company, L.P., general partner
of HD Associates, L.P., member