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THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 386677 4383318

AUTHORIZATION : Patricia Pujot

COST LIMIT : \$ 285.00

99 SEP 24 AM 9:22

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS

ORDER DATE : September 24, 1999

ORDER TIME : 3:46 PM

ORDER NO. : 386677-005

CUSTOMER NO: 4383318

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CUSTOMER: Ms. Stephanie Secrest-abbey
Secrest Legal Services
Suite 102
4515 Prentice Street
Dallas, TX 75206

FOREIGN FILINGS

NAME: USRP (JVI), LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Mimi Stephens

File 104

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Name	
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Acknowledgement	
Vol. P. Verifier	

**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. USRP (JV1), LLC
 (Name of foreign limited liability company must end with the words "limited liability company" or "limited company" or their abbreviations "L.L.C." or "L.C." if not so contained in the name at present.)

2. Texas 3. Applied for
 (Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 07/02/1999 7/6/99 5. Perpetual
 (Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. Upon qualification
 (Date first transacted business in Florida. (See sections 608.501, 608.502 and 817.155, F.S.))

7. 12240 Inwood Road, Suite 200, Dallas, TX 75244
 (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>Fred H. Margolin</u>	<u>MGR</u>	_____	_____
<u>c/o U.S. Restaurant Properties</u>		_____	
<u>Operating, 12240 Inwood Road</u>		_____	
<u>Suite 200, Dallas, TX 75244</u>		_____	
_____		_____	
_____		_____	
_____		_____	
_____		_____	

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 DIVISION OF CORPORATIONS
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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.)



The State of Texas

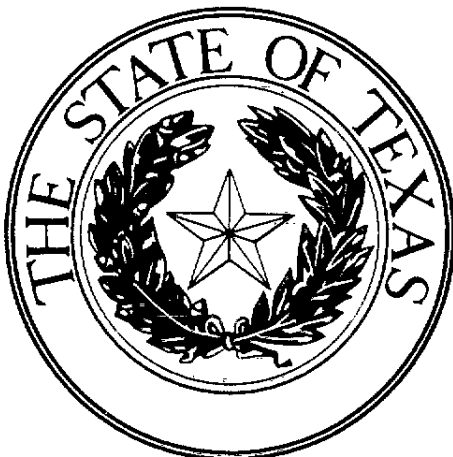
SECRETARY OF STATE

IT IS HEREBY CERTIFIED that
Articles of Organization of

USRP (JV1), LLC
File No. 7052840-22

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.

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 September 22, 1999.





Elton Bomer
Secretary of State

BAM

**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 IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: USRP (JV1), LLC

2. The name and address of the registered agent and office is:

C T Corporation System
(Name)

c/o C T Corporation System, 1200 South Pine Island Road
(P.O. Box not acceptable)

Plantation, Florida 33324
(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.

Shaan Morales
(Signature)

9/23/95
(Date)

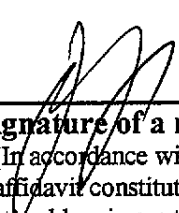
Shaan Morales
Asst. Sec

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 USRP (JVI), LLC
_____ 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 \$ 0.00 ;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0.00 ;
(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 \$ 0.00 .
(This total includes amounts from 2 and 3 above.)



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.)

Fred Margolin, Manager

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit