

1799000000/618



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 406935 4344517

AUTHORIZATION : Patricia Pizutto

COST LIMIT : \$ ~~70.00~~ 125.00

ORDER DATE : October 11, 1999

ORDER TIME : 10:39 AM

ORDER NO. : 406935-005

CUSTOMER NO: 4344517

100003013461-2

CUSTOMER: Ms. Denise Starkey
Centex Corporation
2728 North Harwood
Mailroom/no. 209
Dallas, TX 75201

FOREIGN FILINGS

NAME: CENTEX MULTI-FAMILY ST. PETE
HOLDING COMPANY, L.L.C.

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

MJH

CONTACT PERSON: Janine Lazzarini

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT 13 AM 11:56

RECEIVED
99 OCT 13 AM 11:26
DETAILS UNIT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**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. Centex Multi-Family St. Pete Holding 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. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 75-2841117
(FEI number, if applicable)
4. August 25, 1999
(Date of Organization)
5. until December 31, 2049
(Duration: Year limited liability company will cease to exist or "perpetual")
6. upon filing
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 2728 North Harwood Street, Dallas, Texas 75201-1516

(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:
Michael M. Vick 2728 N. Harwood St. Dallas, TX 75201-1516	Manager		
Kyle D. Lovelady 2728 N. Harwood St. Dallas, TX 75201-1516	Manager		
Dennis K. Winzeler 2728 N. Harwood St. Dallas, TX 75201-1516	Manager		

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99 OCT 13 AM 11:56

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.)

By: David A. Heath Vice 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.)

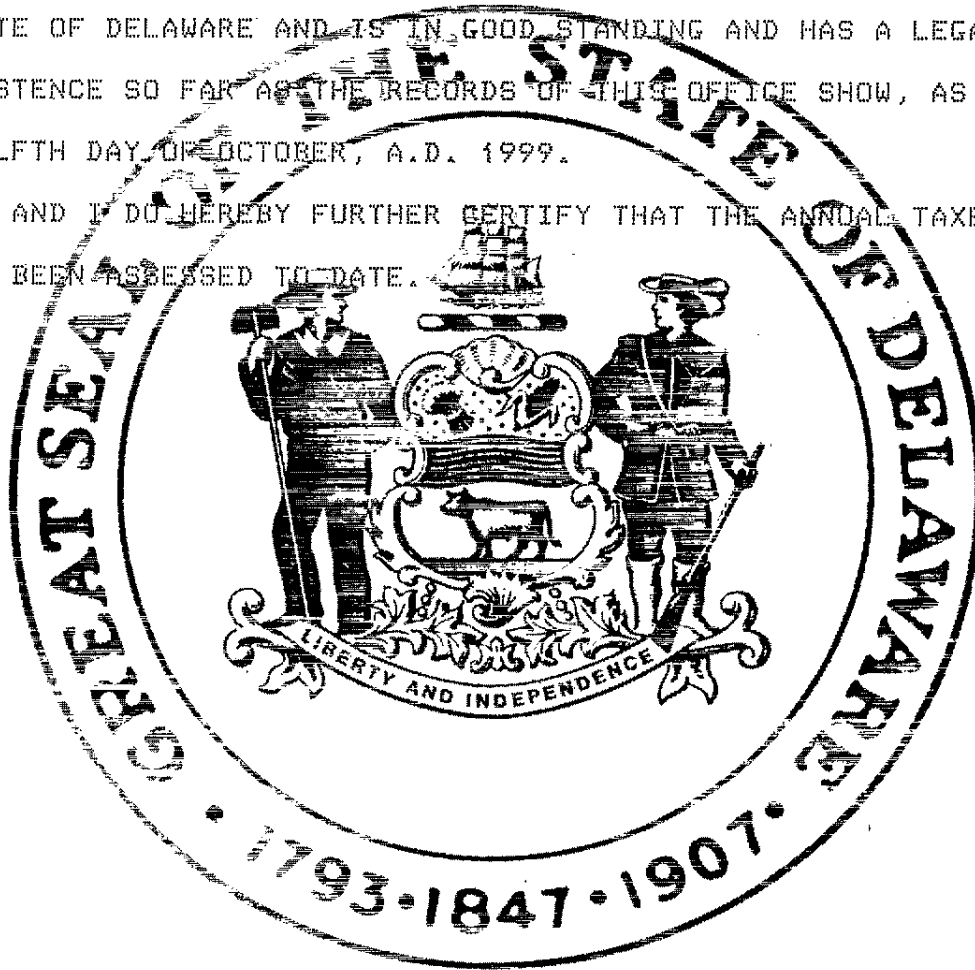
David A. Greenblatt

Typed or printed name of signee

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CENTEX MULTI-FAMILY ST. PETE HOLDING COMPANY, L.L.C." 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 TWELFTH DAY OF OCTOBER, 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

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991429559

AUTHENTICATION:

0019882

DATE:

10-12-99

**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:

Centex Multi-Family St. Pete Holding Company, L.L.C.

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

Corporation Service Company

(Name)

1201 Hays Street

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

Tallahassee, Florida 32301

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.

By: 
(Signature)
Authorized Representative

Filing Fee: \$ 35 for Designation of Registered Agent