

Filing Fee: \$100.00

ID Number: 161017



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

LIMITED PARTNERSHIP

APPLICATION FOR CERTIFICATE OF REGISTRATION

Pursuant to the provisions of Section 7-13-49 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign limited partnership hereby applies for a Certificate of Registration to transact business in the state of Rhode Island and for that purpose submits the following statement:

1. The name of the limited partnership is Holliday Fenoglio Fowler, L.P.
(The name must contain the words "limited partnership" or the letters and punctuation "L.P.")
and, if different, the name which it proposes to register and transact business in the state of Rhode Island is:

2. The limited partnership is organized under the laws of Texas
and the date of its formation is January 24, 2000
3. The general character of the business it proposes to transact in Rhode Island is:
commercial real estate and capital markets services
4. The name and address of the agent for service of process is CT Corporation System
(Name of Agent)
10 Weybosset Street Providence, RI 02903
(Street Address, not P.O. Box) (City/Town) (Zip Code)
5. The foreign limited partnership hereby agrees that if the foreign limited partnership fails to appoint an agent for service of process or, if appointed, the agent's authority has been revoked or if the agent cannot be found or served with the exercise of reasonable diligence, the foreign limited partnership appoints the Secretary of State of the State of Rhode Island as its agent for service of process.
6. The address of the office required to be maintain in the state of its organization by the laws of that state or, if not so required, of the principal office of the foreign limited partnership is:
800 Brazos, Austin, TX 78701

FILED

JAN 17 2007

By [Signature] 3/37

7. The name and business address of each general partner is:

<u>General Partner</u>	<u>Business Address</u>
Holliday GP Corp.	2000 Post Oak Boulevard, Suite 2000, One Post Oak Central, Houston TX 77056

8. The address of the office at which is kept a list of the names and addresses of the limited partners and their capital contributions, together with an undertaking by the foreign limited partnership to keep those records until the foreign limited partnership's registration in this state is cancelled or withdrawn is:

2000 Post Oak Boulevard, Suite 2000, One Post Oak Central, Houston TX 77056

9. A mailing address for the foreign limited partnership is

2000 Post Oak Boulevard, Suite 2000, One Post Oak Central, Houston TX 77056

10. As of the date of this filing, the foreign limited partnership validly exists as a limited partnership under the laws of the jurisdiction of its formation.

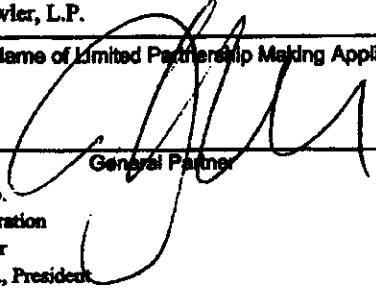
Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Registration of a Foreign Limited Partnership, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 1/11/07

Holliday Fenoglio Fowler, L.P.

Print Exact Name of Limited Partnership Making Application

By


General Partner

Holliday GP Corp.
a Delaware corporation
its General Partner
John H. Pelusi, Jr., President

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Roger Williams
Secretary of State

Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Certificate Of Limited Partnership for HOLLIDAY FENOGLIO FOWLER, L.P. (filing number: 13052110), a Domestic Limited Partnership (LP), was filed in this office on January 24, 2000.

It is further certified that the entity status in Texas is 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 Austin, Texas on January 09, 2007.



A handwritten signature of Roger Williams in black ink.

Roger Williams
Secretary of State