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Filing Fee: \$100.00

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND
02903-1335

FILED
MAR 4 1995
BY *[Signature]*
157323

FOREIGN LIMITED PARTNERSHIP APPLICATION FOR CERTIFICATE OF REGISTRATION OF

AMRESKO NEW ENGLAND II, L.P.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-13-49 of the General Laws, 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:

FIRST: The name of the limited partnership including without abbreviation the words limited partnership is AMRESKO NEW ENGLAND II, L.P.
and, if different, the name which it proposes to register and transact business in the State of Rhode Island is AMRESKO NEW ENGLAND II, LIMITED PARTNERSHIP
(If not so applicable, so state)

SECOND: It is organized under the laws of DELAWARE
and the date of its formation is FEBRUARY 28, 19 96.

THIRD: The general character of the business it proposes to transact in Rhode Island is:
ASSET MANAGEMENT

FOURTH: The Rhode Island address of its proposed registered agent for service of process on the foreign limited partnership is 123 Dyer Street, Providence, R. I. 02903
and the name of the agent resident in Rhode Island at that address is C T CORPORATION SYSTEM

FIFTH: 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limited partnership fails to appoint an agent for service of process or, if appointed, the agent's authority has been revoked or if the agent cannot be found or served with the exercise of reasonable diligence, the foreign limited partnership appoints the Secretary of State of the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.

SIXTH: The address of the office required to be maintained in the state of organization by the laws of that state or, if not so required, of the principal office of the foreign limited partnership is _____

SEVENTH: The name and business address of each general partner (s):

General Partner (s)

Address (es)

General Partner (s)	Address (es)
_____	_____
_____	_____
_____	_____

EIGHTH: The address of the office at which is kept a list of the names and addresses of the limited partners and their capital contributions _____

NINTH: A mailing address for the foreign limited partnership _____

TENTH: A statement of the aggregate capital contributions of the limited partner (s) _____

ELEVENTH: Such additional information as may be necessary or appropriate in order to enable the Secretary of State to determine whether such foreign limited partnership is entitled to a certificate of authority to transact business in this state and to determine and assess the fees payable as in this chapter prescribed _____

FIFTH: 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.

SIXTH: The address of the office required to be maintained in the state of organization by the laws of that state or, if not so required, of the principal office of the foreign limited partnership is

1845 WOODALL RODGERS FREEWAY, SUITE 1700, DALLAS, TEXAS 75201

SEVENTH: The name and business address of each general partner (s):

General Partner (s)

Address (es)

AMRESKO PRINCIPAL MANAGERS II, INC.

1845 WOODALL RODGERS FREEWAY, SUITE 1700

DALLAS, TEXAS 75201

EIGHTH: The address of the office at which is kept a list of the names and addresses of the limited partners and their capital contributions

1845 WOODALL RODGERS FREEWAY, SUITE 1700, DALLAS, TEXAS 75201

NINTH: A mailing address for the foreign limited partnership

1845 WOODALL RODGERS FREEWAY, SUITE 1700, DALLAS, TEXAS 75201

TENTH: A statement of the aggregate capital contributions of the limited partner (s)

\$1,000.00

ELEVENTH: Such additional information as may be necessary or appropriate in order to enable the Secretary of State to determine whether such foreign limited partnership is entitled to a certificate of authority to transact business in this state and to determine and assess the fees payable as in this chapter prescribed

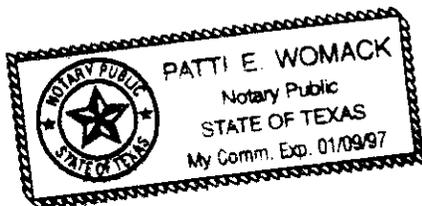
Dated FEBRUARY 29, 1996.

AMRESKO NEW ENGLAND II, L.P.
(Exact name of Limited Partnership making application)

By L. Keith Blackwell
General Partner(s)

State of Texas
County of Dallas } Sc.

At Dallas County in said county on this 29th
day of February, 1996, personally appeared before me
L. Keith Blackwell,
who, being by me first duly sworn, declared that he/she is a General Partner of the
Amresko Principal Managers II, Inc., that he/she signed the foregoing
document as a General Partner of the limited partnership, and that the statements therein contained are true.



Patti E. Womack
Notary Public

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 THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF LIMITED PARTNERSHIP OF "AMRESKO NEW ENGLAND II, L.P.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF FEBRUARY, A.D. 1996, AT 4:30 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 7849448

2598020 8100

960060731

03-01-96

**CERTIFICATE OF LIMITED PARTNERSHIP
OF**

AMRESKO NEW ENGLAND II, L.P.

The undersigned, desiring to form a limited partnership pursuant to the Delaware Revised Uniform Limited Partnership Act, 6 Delaware Code, Chapter 17, do hereby certify as follows:

I. The name of the limited partnership is AMRESKO NEW ENGLAND II, L.P.

II. The address of the partnership's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801. The name of the Partnership's registered agent for service of process in the State of Delaware at such address is The Corporation Trust Company.

III. The name and mailing address of each general partner is as follows:

NAME	ADDRESS
AMRESKO Principal Managers II, Inc.	1845 Woodall Rodgers Freeway, Suite 1700 Dallas, Texas 75201

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limited Partnership of AMRESKO NEW ENGLAND II, L.P., as of February 28, 1996.

AMRESKO Principal Managers II, Inc.

By: 
Robert L. Adair III
President



A M R E S C O

February 28, 1996

To the Secretary of State of Rhode Island

Re: Consent to Use of Name

AMRES CO New Enlgand, Inc. and AMRES CO New England, L.P., hereby consents to the filing of a Certififcate of Limited Partnership of AMRES CO New England II, L.P., in the State of Rhode Island.

AMRES CO NEW ENGLAND, INC.
AMRES CO NEW ENGLAND II, INC.

By: L. Keith Blackwell
L. Keith Blackwell
Vice President and Secretary

Mar 4 11:11 AM '96