VOL 1689 PAGE 94

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STATE OF TEXAS

PROBATE

COUNTY OF DALLAS

who on oath says that s/he saw the within named William R. Cooper, general partner of THE PARK HAYWOOD COMPANY, the sole general partner of PARK HAYWOOD ASSOCIATES, sign, seal and as his act and deed as general partner of PARK HAYWOOD COMPANY, the sole general partner of PARK HAYWOOD ASSOCIATES deliver the within written agreement; and that s/he together with witnessed the due execution thereof.

Witness

Sworn to and subscribed before me this day of November ___, 1984.

Harn Chapman (Seal)
Notary Public

My Commission Expires: 9-2-87

(COMMITTED COLUMNITION OF

39 or 41