

BO000000346



ACCOUNT NO. : 072100000032

REFERENCE : 881894 4800429

AUTHORIZATION :

Patricia Ryan

COST LIMIT : \$ 87.50

FILED
NOV -6 PM 1:31
TAMMANSSEE, FLORIDA

ORDER DATE : October 31, 2000

ORDER TIME : 10:08 AM

ORDER NO. : 881894-010

CUSTOMER NO: 4800429

CUSTOMER: Ms. Carol S. Prushan
Gibbons Del Deo Dolan
One Riverfront Plaza

100003452741--5

Newark, NJ 07102

FOREIGN FILINGS

NAME: NDB CAPITAL MARKETS, L.P.

(B)

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

FILE 2ND

CONTACT PERSON: Tamara Odom

RECEIVED
DEPARTMENT OF STATE
DIVISION OF REGISTRATIONS
NOV -6 AM 10:44
TAMMANSSEE, FLORIDA
SUFFICIENCY OF FILING

3/2
11/9

FILED
NOV -9 AM 11:31
TALLAHASSEE
STATE
OFFICE

APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

1 NDB CAPITAL MARKETS, L P.
(Name of limited partnership as it is in the home state)

2 _____
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida, must contain the word "LIMITED" or "LTD.")

3 Delaware 4 July 6, 2000
(State of Formation) (Date of Formation)

5 Corporation Service Company
(Name of Registered Agent for Service of Process)

6 1201 Hays Street
(Street Address of Registered Office)

Tallahassee Florida 32301
(City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process.

By: Corporation Service Company
Elizabeth B. Komeczny
(Agent must sign on this line)

8. 10 Exchange Place Centre, 15th Floor, Jersey City, NJ 07302

(Address of registered office required in state of formation or, if not required, address of principal office)

9 NAMES OF GENERAL PARTNERS	STREET ADDRESS
<u>F00000006205</u> <u>NDB Capital Markets</u> <u>Corporation</u> <u>Jersey City, New Jersey 07302</u>	<u>10 Exchange Place Centre, 15th Floor</u>

10. 10 Exchange Place Centre, 15th Floor, Jersey City, New Jersey 07302
(Office where Names, Addresses and Contributions of Limited Partners are kept.)

11 The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

CONTINUED

12, 10 Exchange Place Centre, 18th Floor, Jersey City, New Jersey 07302

(Mailing Address of Limited Partnership)

Under penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct

Signed this 11 day of October ~~September~~, 2000

X [Signature]
General Partner

STATE OF New Jersey

COUNTY OF Hudson

MARY ANN SCHWARTZ
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires April 24, 2003

On this 11 day of October ~~September~~, 2000

[Signature] Thomas Neumann personally appeared before me,

- who is personally known to me
- whose identity I proved on the basis of _____

[Signature]
(Notary Public Signature) MARY ANN SCHWARTZ
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires April 24, 2003

Mary Ann Schwartz
(Notary's Printed Name)

Seal My Commission Expires April 24, 2003

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NOV - 6 PM 1:31
SEAL NOTARY PUBLIC STATE
FLORIDA
TALLAHASSEE

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

FILED
0 NOV -8 PM 1:31
SECRETARY OF STATE
TALLAHASSEE FLORIDA

BEFORE ME the undersigned personally appeared _____
a general partner of NDB Capital Markets, L.P., a(an) Delaware

limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ See the Attached Exhibit "A"
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ -0-

Under the penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 11 day of October, ~~September~~, 2000.

NDB CAPITAL MARKETS, L.P.
BY: NDB CAPITAL MARKETS CORPORATION

[Signature]
General Partner

STATE OF New Jersey

COUNTY OF Hudson

On this 11th day of October 2000

Thomas Neuman, personally appeared before me,

who is personally known to me

whose identity I proved on the basis of _____

[Signature]
(Notary Public Signature)

Mary Ann Schwartz
(Notary's Printed Name)

MARY ANN SCHWARTZ
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires April 24, 2003

Seal

My Commission Expires April 24, 2003

EXHIBIT "A"

It is anticipated that the limited partner of the partnership will contribute approximately \$2,020,000 in cash, and no other assets or services, to the Partnership.

FILED
00 NOV -6 PM 1:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA