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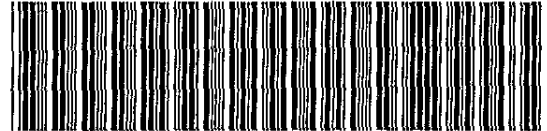
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*B*  
*BY*

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03 APR -7 PM 5:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Melanie D. Kamburian  
Corporate Paralegal  
Direct Dial: 561.862.4182  
mkamburi@hodgsonruss.com

  
**Hodgson Russ**  
ATTORNEYS • L L

April 4, 2003

VIA FEDERAL EXPRESS

Division of Corporations  
Registration Section  
409 E. Gaines Street  
Tallahassee, Florida 32399

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03 APR -7 PM 5:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dear Sir/Madame:

Re: MAGNOLIA STAR PARKLAND LP; and  
GALLIFREY PARKLAND LLC

On behalf of our client, enclosed are the originally executed applications as follows:

1. Application by Foreign Limited Partnership for Authorization to Transact Business in Florida for Magnolia Star Parkland LP, a Delaware limited partnership, together with a check totaling in the amount of \$1,846.25 representing the state's filing fee, designation of registered agent, certificate of status and certified copy of same for the said filing; and
2. Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida for Gallifrey Parkland LLC, a Delaware limited liability company, together with a check totaling in the amount of \$160.00 representing the state's filing fee, designation of registered agent, certificate of status and certified copy of same for the said filing.

Please return the above named certificates to my attention for our files and records. Your consideration in this matter is greatly appreciated.

Should you have any questions regarding the above, please do not hesitate to call me directly to avoid any delay in processing.

Very truly yours,

  
Melanie D. Kamburian

Enclosures

cc: Kenneth A. Wenzel, Esq.  
Michael B. Viner

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

1. MAGNOLIA STAR PARKLAND LP  
(Name of limited partnership as it is in the home state)

2. MAGNOLIA STAR PARKLAND LIMITED PARTNERSHIP  
(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. MARCH 24, 2003  
(State of Formation) (Date of Formation)

5. HRAWG CORP., A FLORIDA CORPORATION  
(Name of Registered Agent for Service of Process)

6. 1801 N. Military Trail, Suite 200  
(Street Address of Registered Office)

Boca Raton, Florida 33431  
(City) (Zip Code)

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

*Larry Coena*  
(Agent must sign on this line)

8. National Registered Agents, Inc., 9 Lockerman Street, Suite 1B, Dover, DE 19901

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

9. NAMES OF GENERAL PARTNERS STREET ADDRESS

GALLIFREY PARKLAND LLC 128 Theodore Place

1203 006001136 Thornhill, Ontario L4J8E3

Canada

10. 128 Theodore Place, Thornhill, Ontario L4J8E3 Canada  
(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

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TALLAHASSEE

12. 128 Theodore Place, Thornhill, Ontario L4J8E3 Canada

(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 1st day of April, 2003

[Signature]

General Partner

COUNTRY CANADA  
~~STATE OF~~

PROVINCE ONTARIO  
~~COUNTRY OF~~

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SERVICES STATE  
TALLAHASSEE, FLORIDA

On this 1st day of April, 2003

MICHAEL MAMMON, personally appeared before me,

who is personally known to me

whose identity I proved on the basis of \_\_\_\_\_

[Signature]

(Notary Public Signature)

**HOWARD WALDMAN**  
BARRISTER AND SOLICITOR  
7638 YONGE STREET  
THORNHILL, ONTARIO

(Notary's Printed Name) **L4J 1V9**

Seal

My Commission Expires: \_\_\_\_\_

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP**

BEFORE ME the undersigned personally appeared Michael Mammon, Mgr of Gallifrey Parkland LLC  
a general partner of Magnolia Star Parkland LP, 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 \$ 3,300,000.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 3,300,000.

*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 1st day of April, 2003.

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STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

*[Signature]*  
General Partner

COUNTRY CANADA  
~~STATE OF~~  
PROVINCE ONTARIO  
~~COUNTRY OF~~

On this 1st day of April, 2003,

Michael Mammon, personally appeared before me,

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

*[Signature]*  
(Notary Public Signature)

(Notary's Printed Name) **HOWARD WALDMAN, LL.B.  
BARRISTER AND SOLICITOR  
7836 YONGE STREET  
THORNHILL, ONTARIO  
L4J 1V9**

Seal My Commission Expires: \_\_\_\_\_