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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
MAY 27 AM 11:07

May 22, 1998

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

100002536261--6
-05/27/98--01031--010
*****78.75 *****78.75

Re: Castlerea Investment Partners, L.P.

Gentlemen:

Enclosed please find original and copy of Application by Foreign Limited Partnership for Authorization to Transact Business In Florida, which kindly file.

Also enclosed is our check in the amount of \$78.75 representing the \$70 fee and an additional \$8.75 for a certificate under seal.

Additionally, we have enclosed an express mail envelope for your convenience in returning the documents.

We would appreciate your processing this Application as soon as possible.

Should you have any questions, please contact us immediately.

Very truly yours,

Donald J. Weiss
DONALD J. WEISS, ESQUIRE

DJW:sk

Enclosures

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Name Availability	<i>[Signature]</i>
Document Examiner	<i>[Signature]</i>
Updater	<i>[Signature]</i>
Updater Verifier	<i>[Signature]</i>
Acknowledgement	<i>[Signature]</i>
W. P. Verifier	<i>[Signature]</i>

OFC-869
B98-340

100002536261--6
-06/01/98--01009--005
*****35.00 *****35.00

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

1. CASTLEREA INVESTMENT PARTNERS, 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. VIRGINIA (State of Formation) 4. MAY 30, 1995 (Date of Formation)

5. LISACUL CONSTRUCTION CO. - JOHN M. ROUSE - PRESIDENT AND REGISTERED AGENT (Name of Registered Agent for Service of Process)

6. 727 VILLAGE ROAD (Street Address of Registered Office) NORTH PALM BEACH, Florida 33486 (City) (Zip Code)

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

x [Signature] (Agent must sign on this line)

8. 8303 ARLINGTON BOULEVARD - SUITE 102 - FAIRFAX, VA 22031 (Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS STREET ADDRESS JOHN M. ROUSE and DOLORES Z. ROUSE, as tenants by the entireties 71 Turnbridge Road Haverford, PA 19041

10. 71 Turnbridge Road - Haverford, Pennsylvania 19041 (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 cancelled or withdrawn.

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12. 71 Turnbridge Road - Haverford, PA 19041

(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.

This day of 21st day of May 19 98

John M. Rouse
General Partner JOHN M. ROUSE

STATE OF PENNSYLVANIA

COUNTY OF DELAWARE

On this 21st day of MAY, 19 98, JOHN M. ROUSE

personally appeared before me, who is personally known to me
 whose identity I proved on the basis of _____

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Kristen Mariani
(Notary Public Signature)

KRISTEN MARIANI
(Notary's Printed Name)

NOTARIAL SEAL
KRISTEN MARIANI, Notary Public
Media Boro, Delaware County
My Commission Expires July 27, 1998

Seal

My Commission Expires:

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared JOHN M. ROUSE,
CASTLEREA INVESTMENT
a general partner of PARTNERS, L.P., a (an) VIRGINIA limited partnership,
hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 200,000.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 10,000.

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.

This 21st day of May, 19 98.

John M. Rouse
JOHN M. ROUSE General Partner

STATE OF PENNSYLVANIA
COUNTY OF DELAWARE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 27 AM 11:07

On this 21st day of MAY, 19 98, JOHN M. ROUSE

personally appeared before me, who is personally known to me
 whose identity I proved on the basis of _____

Kristen Mariani
(Notary Public Signature)
KRISTEN MARIANI
(Notary's Printed Name)

NOTARIAL SEAL
KRISTEN MARIANI, Notary Public
Media Boro, Delaware County
My Commission Expires July 27, 1998

Seal

My Commission Expires: _____