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FRANKLIN, L.L.C., NATIONAL FRANCHISE  
119 THIRD AVENUE  
NEW YORK, N.Y. 10022 - 3862  
(212) 716 9100

FAX  
(212) FAX ROOM  
WINTER'S DIRECT NUMBER  
(212) 716-7622

May 22, 1996

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

FILED  
MAY 23 1996  
SECRETARY OF STATE

Re: Unterberg Harris Capital Management L.P.

Dear Sir/Madam:

FILED  
MAY 22 1996  
SECRETARY OF STATE

On behalf of the above-referenced limited partnership, enclosed please find an Application by Foreign Limited Partnership for Authorization to Transact Business, a Supplemental Affidavit of Capital Contributions for a Florida Limited Partnership, a check in the amount of \$1,750.00 in payment of the requisite filing fee and a check in the amount of \$35.00 in payment of the requisite filing fee for Designation of Agent and a Good Standing Certificate.

If you should have any questions regarding the above-referenced matter, kindly contact the undersigned at the above direct-dial number.

FILED  
MAY 22 1996  
SECRETARY OF STATE

Kindly acknowledge receipt of these materials by date stamping the enclosed copy of this letter and returning it in the self-addressed envelope.

Very truly yours,

*Colette Panebianco*  
Colette Panebianco  
Legal Assistant

B96 - 262

CP/dp  
Enclosures

Name Availability	R7-10
Document Examiner	JC
Updater	JC
Updater Verifier	JC
Acknowledgement	JC
J.P. Verifier	JC

Florida Department of State, Sandra B. Northam, Secretary of State

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

RECEIVED  
MAR 10 1993  
STATE DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

1. Unterberg Harris Capital Management Limited Partnership  
(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. February 1, 1993  
(State of Formation) (Date of Formation)

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

6. 1201 Bay Street  
(Street Address of Registered Office)  
Tallahassee, Florida 32301  
(City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process.  
By: Guyana L. Reed, Authorized Representative  
(Agent must sign on this line)

8. 10 East 50th Street, New York, New York 10022  
(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS STREET ADDRESS

SEE ADDENDUM

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

10. 10 East 50th Street New York, NY 10022  
(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.

FILED  
NOTARY PUBLIC  
STATE OF NEW JERSEY

12. 10 East 50th Street  
New York, New York 10022  
(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 May 8, 19 96.

[Signature]  
General Partner

STATE OF New Jersey  
COUNTY OF Monmouth

On this 8th day of May, 19 96, Robert M. Matlock

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

STACY C. LUTZKER  
Notary Public of New Jersey  
My Commission Expires July 6, 1999

[Signature]  
(Notary Public Signature)  
STACY C. LUTZKER  
(Notary's Printed Name)

Seal

My Commission Expires: July 6, 1999

**GENERAL PARTNERS:**

Thomas I. Unterberg  
10 East 50th Street  
New York, New York 10022

Robert C. Harris, Jr.  
10 East 50th Street  
New York, New York 10022

Andrew Arno  
10 East 50th Street  
New York, New York 10022

Robert M. Matluck  
10 East 50th Street  
New York, New York 10022

Jody A. Owen  
10 East 50th Street  
New York, New York 10022

John A. Dexheimer  
10 East 50th Street  
New York, New York 10022

Mel S. Lavitt  
10 East 50th Street  
New York, New York 10022

Steven P. Novak  
10 East 50th Street  
New York, New York 10022

David S. Wachter  
10 East 50th Street  
New York, New York 10022

James W. Weil  
10 East 50th Street  
New York, New York 10022

Brian L. Finnerty  
10 East 50th Street  
New York, New York 10022

Stephen J. Von Bargaen  
10 East 50th Street  
New York, New York 10022

Abraham Robert Towbin  
10 East 50th Street  
New York, New York 10022

FILED  
95 JUL -8 AM 9:16  
SECRETARY OF STATE  
111 NASSAU ST. 10TH FL.  
NEW YORK, NY 10038

**SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS  
FOR A FLORIDA LIMITED PARTNERSHIP**

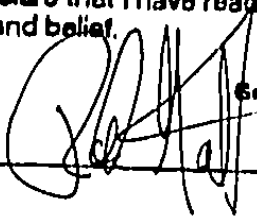
The undersigned, constituting all of the general partners of Unterburg Harris  
Capital Management Limited Partnership, a Florida  
Limited Partnership, executed this supplemental affidavit filed pursuant to section 620.112,  
Florida Statutes.

The total amount of the capital contributions of the limited partners is \$ 21,000,000

This 8 day of May, 19 96.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury I declare that I have read the foregoing and that the facts are true,  
to the best of my knowledge and belief.

  
\_\_\_\_\_  
General Partner

Robert M. Matluck, President of the General Partner  
\_\_\_\_\_

FILED  
05 JUL -8 AM 9:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HUNTERBERG HARRIS CAPITAL MANAGEMENT, L.P." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIRST DAY OF MAY, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

FILED  
95 JUN -8 AM 9:16  
SECRETARY OF STATE  
-111 MARKET STREET  
DELAWARE



*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION: 7052829

DATE: 05-21-96

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