

B990000000267



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 296459 4307439

AUTHORIZATION : Patricia Pzyt

COST LIMIT : \$ 1793.75

ORDER DATE : July 2, 1999

ORDER TIME : 4:14 PM

ORDER NO. : 296459-075

CUSTOMER NO: 4307439

CUSTOMER: Scott Stanley, Legal Asst
Reed, Smith, Shaw & McClay
2500 One Liberty Pl.
1650 Market Street
Philadelphia, PA 19103

FOREIGN FILINGS

200002925852--0

NAME: AZO-D L.P.

XXXX QUALIFICATION (TYPE: LP)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James Guy

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUL -8 PM 2:45

AL



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 8, 1999

JAMES GUY
CSC
TALLAHASSEE, FL

SUBJECT: AZO-D L.P.
Ref. Number: W99000015665

We have received your document for AZO-D L.P. and the authorization to debit your account in the amount of \$96.25. However, the document has not been filed and is being returned for the following:

Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability partnership must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6917.

Gretchen Harvey
Document Specialist Supervisor

Letter Number: 999A00035368

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

1. AZO-D 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. June 30, 1999
(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: Carol K. Dale
(Agent must sign on this line)
8. c/o Corporation Service Company
1013 Centre Road, Wilmington, DE 19805
(Address of registered office required in state of formation or, if not required, address of principal of office.)
- | 9. NAMES OF GENERAL PARTNERS | STREET ADDRESS |
|------------------------------|--|
| <u>AZO VALET (DE) LLC</u> | <u>50 Rockefeller Plaza, 2nd Floor, New York, NY 10020</u> |
| _____ | _____ |
| _____ | _____ |
10. 50 Rockefeller Plaza, 2nd Floor, New York, NY 10020
(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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12. 50 Rockefeller Plaza, 2nd Floor

New York, NY 10020

(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 15th day of July, 1999

By: Michael B. Pollack General Partner
STATE OF Pennsylvania AZO VALET (DE) LLC, gen'l ptr Secty of managing member of

COUNTY OF Phila

On this 15th day of July, 1999

Michael B. Pollack personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____

Barbara Krassenstein
(Notary Public Signature)

Seal

(Notary Public Seal)
BARBARA KRASSENSTEIN, Notary Public
City of Philadelphia, Phila. County
My Commission Expires Aug. 30, 1999
My Commission Expires: _____

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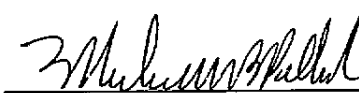
AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Michael B. Pollack, Asst Secty of manager of,
a general partner of AZO-D 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 \$ 4,352,438.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 848,194.

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 July, 19 99.


By: Michael B. Pollack, Asst. Secty of managing member of
AZO VALET (DE) LLC, gen'l ptr

STATE OF PA

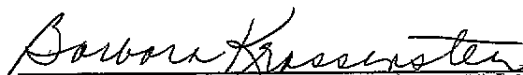
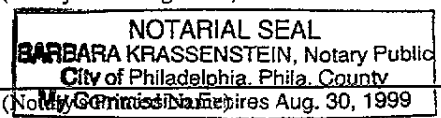
COUNTY OF Phila

On this 1st day of July, 19 99.

Michael B. Pollack, personally appeared before me,

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

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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(Notary Public signature)

NOTARIAL SEAL
BARBARA KRASSENSTEIN, Notary Public
City of Philadelphia, Phila. County
(Notary Commission Expires Aug. 30, 1999)

Seal

My Commission Expires: