

APPLICATION FOR
REINSTATEMENT
FOR
LIMITED PARTNERSHIP

FLORIDA DEPARTMENT OF STATE

Katherine Harris

Secretary of State

OFFICE OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 DEC -2 PM 4:15

DOCUMENT # A97000002445

1. Name of Limited Partnership

Griphon Marlins Investors Ltd.

DO NOT WRITE IN THIS SPACE.

2. Mailing Address

c/o Barrow Street Capital

Suite, Apt. #, etc.

31 W. 52nd St., 16th Fl.

City & State

New York, NY

Zip

10019

Country

USA

3. Principal Office Address

c/o Barrow Street Capital

Suite, Apt. #, etc.

31 W. 52nd St., 16th Fl.

City & State

New York, NY

Zip

10019

Country

USA

4. Date Formed or Registered
To Do Business in Florida

11/10/97

5. FEI Number

13-3974496

Applied For

Not Applicable

6. CERTIFICATE OF STATUS DESIRED

7. State or Country of Formation

8a. Capital Contributions as Shown
on Record:

\$13,200,000.00

8b. Amount of Capital Contributions in
FLORIDA to date:

\$13,200,000.00

FEES: 1.) Filing Fee(s): Computed at a rate of \$7 per \$1,000 on amount entered in 8b, with a minimum filing fee of \$52.50 and a maximum of \$437.50, for each year due this office.

2.) Supplemental Fee(s): \$88.75 for each year due this office, beginning with 1992 calendar year.

3.) Penalty Fee(s): \$500 penalty fee for each year report form is delinquent.

Note: If the amount entered in 8b is greater than amount entered in 8a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee.

9. Name and Address of Current Registered Agent

10. If changed, new registered agent/office

aldes-Fauli Corporate Services, Inc.
77 S. Flagler Dr., 500 East Tower
West Palm Beach, FL 33401

Name

Street Address (P.O. Box Number is Not Acceptable)

Suite, Apt. #, etc.

City

FL Zip Code

10a. Pursuant to the provisions of sections 620.1051 and 620.192, Florida Statutes, the above-named limited partnership organized or registered under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by its general partner(s). I hereby accept the appointment of registered agent. I am familiar with, and accept the obligations of section 620.192, Florida Statutes.

An Authorized Signatory of the Registered Agent

SIGNATURE (Registered Agent Accepting Appointment) By:

By:

Julia V. Future, v.p.

DATE

10-18-99

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY
MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.

11. Names of General Partner(s)

Address of Each General Partner
(Do NOT Use Post Office Box Numbers)

City, State and Zip Code

11a. Registration
Document Number

Griphon Marlins L.P.

c/o Barrow Street
Capital, 31 W. 52nd
St., 16th Floor

New York, NY 10019

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-12/09/99--01064--006

***1026.25 ***1026.25

B97000000604

Umbrella Bear, Inc.

c/o Barrow Street
Capital, 31 W. 52nd
Street, 16th Floor

New York, NY 10019

P97000096183

PREPAID - 500
AR 437.50

AR 88.75

102625

REINSTATEMENT 1999

(BK)

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effects as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by chapter 620, Florida Statutes.

An Authorized Signatory of the General Partner

SIGNATURE By:

DATE

10/8/99

Robert F. Greenhill

Telephone Number

(212) 408-9494

Typed or Printed Name of General Partner Signing Form