

A97000002509

ONE BATTERY
NEW YORK, NY 10004-14
TELEPHONE: 212-858-10
TELEFAX: 212-858-15

WINTHROP, SOUTH CAROLINA PORTS

PALM BEACH, FL 33480

2 TON TON TON TON TON
ON EL ENGLAND
TELEPHONE: 011-44171-628-43
TELEFAX: 011-44171-638-0443

1133 CONNECTICUT AVENUE, N.W.
WASHINGTON, DC 20036
TELEPHONE: 202-775-9800
TELEFAX: 202-833-8491

TELEPHONE: 561-655-7297
TELEFAX: 561-833-6726

RUE DU TACITURNE 42
B-1000 BRUSSELS, BELGIUM
TELEPHONE: 011-322-230-1392
TELEFAX: 011-322-230-9288

695 EAST MAIN STREET
STAMFORD, CT 06904-6760
TELEPHONE: 203-348-2300
TELEFAX: 203-965-8226

6-7, ATAGO I-CHOME
MINATO-KU, TOKYO 105, JAPAN
TELEPHONE: 011-813-3437-9740
TELEFAX: 011-813-3437-9261

November 13, 1997

2505 ASIA PACIFIC FINANCE TOWER
CITIBANK PLAZA
3 GARDEN ROAD, CENTRAL, HONG KONG
TELEPHONE: 011-852-2530-3400
TELEFAX: 011-852-2530-3355

Via Federal Express

Secretary of State
Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32399

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-11/17/97--01068--002
***1758.75 ***1758.75

Re: Blue Lake Holdco, Ltd.

Dear Sir or Madam:

In reference to the above referenced matter, please file the Original Certificate of Limited Partnership and Affidavit of Contributions. Also, please provide me with a Certificate of Good Standing.

Enclosed please find Check No. 4099 payable to the Secretary of State in the amount of \$1,758.75. The breakdown is as follows:

Filing fee for Certificate of Limited Partnership and Affidavit of Contributions	\$1,750.00
Certificate of Good Standing	8.75

If you have any questions, please do not hesitate to call me.

Sincerely,

Guy Rabideau

A97-2509

Name Availability	11-19
Document Examiner	
Updater	
Updater Verifier	
Acknowledgment	
W. P. Verifier	

GR:mla
Enclosures

#10022833.1

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*****70.00 *****35.00

FILED

CERTIFICATE OF LIMITED PARTNERSHIP
OF
BLUE LAKE HOLDCO, LTD.

FILED
97 NOV 17 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


THE UNDERSIGNED, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (the "Act") DOES HEREBY CERTIFY as follows:

1. The name of the Partnership is Blue Lake Holdco, Ltd. ("the Partnership").
2. The address and registered office of the Partnership is 140 Intracoastal Pointe Drive, Jupiter, Florida 33477, and the name and address of the Partnership's registered agent for service of process as required to be maintained by Section 620.105 of the Act is DeG Capital G.P. I Inc., 140 Intracoastal Pointe Drive, Jupiter, Florida 33477.
3. The name and business address of the sole General Partner of the Partnership is DeG Capital G.P. I Inc., 140 Intracoastal Pointe Drive, Jupiter, Florida 33477.
4. The Partnership's mailing address is 140 Intracoastal Pointe Drive, Jupiter, Florida 33477.
5. Unless sooner dissolved pursuant to the terms of the Limited Partnership Agreement of the Partnership, the Partnership shall continue until December 31, 2017.

IN WITNESS WHEREOF, the undersigned has duly made and executed this Certificate of Limited Partnership as of the 22nd day of September, 1997.

Sole General Partner:

DEG CAPITAL G.P. I INC.

By: 
Lawrence J. DeGeorge
President/Registered Agent


AFFIDAVIT OF CONTRIBUTIONS

Lawrence J. DeGeorge, the undersigned authorized representative of DeG Capital G.P. I Inc., the sole general partner (the "General Partner") of Blue Lake Holdco, Ltd., a Florida limited partnership (the "Partnership"), hereby declares, deposes and says that:

1. He has this day executed the Certificate of Limited Partnership of the Partnership on behalf of the General Partner.
2. The total amount of the capital contributions of the limited partners of the Partnership as of the date of this Affidavit is \$3,960,000.
3. The total amount anticipated to be contributed by the limited partners of the Partnership (including the amount described in paragraph 2 hereof) is approximately \$3,960,000.

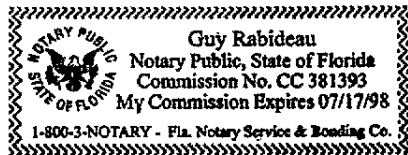
FURTHER AFFIANT SAYETH NAUGHT.

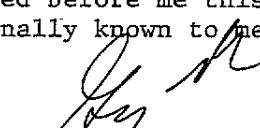
Signed and delivered as of the 22nd day of September, 1997.

By 
Lawrence J. DeGeorge, as President of DeG
Capital G.P. I Inc., as General Partner of Blue
Lake Holdco, Ltd.

State of Florida
County of Palm Beach

The foregoing instrument was acknowledged before me this 13th day of November, 1997 by Lawrence J. DeGeorge who is personally known to me.




Notary Public - State of Florida
Print Name: Guy Rabideau

My commission expires:

FILED
07 NOV 17 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA