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GIBBONS, TUCKER, MILLER, WHATLEY & STEIN

A Professional Association
Attorneys and Counsellors at Law

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January 13, 1999

IN REPLY REFER TO:

E85/981064

New Filing Section
Limited Partnerships
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, Florida 32301

VIA FEDERAL EXPRESS
FIRST OVERNIGHT DELIVERY

400002742394--2
-01/14/99--01107--006
*****87.50 *****87.50

Re: European Holdings II Limited Partnership

400002742394--2
-01/14/99--01107--007
***1750.00 ***1750.00

Ladies and Gentlemen:

Enclosed herewith please find the original and one (1) copy of the Certificate of Limited Partnership (the "Certificate") and original Affidavit of Capital Contributions for the above-referenced limited partnership together with checks totalling \$1,837.50 itemized as follows:

Filing Fee	\$ 1,750.00
Registered Agent Fee	35.00
One (1) Certified Copy of the Certificate	<u>52.50</u>
TOTAL	\$ 1,837.50

Kindly file the original of the Certificate of Limited Partnership and certify the remaining copy. Once filing is completed, please forward the certified copies of the Certificates of Limited Partnership to me in the return Federal Express envelope.

Please call me should you have any questions.

Very truly yours,

Jacqueline B. Whatley

Jacqueline B. Whatley

JBW/ss

Enclosures

cc: European Holdings II Limited Partnership, c/o Ms. Shelley M. Ward (with
enclosures via facsimile)

partner.shp\filng.ltr

Name	
Availability	
Document	
Examiner	
Updated	
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A	
Agreement	
Carrier	

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 14 PM 6:07

CERTIFICATE OF LIMITED PARTNERSHIP

OF

EUROPEAN HOLDINGS II LIMITED PARTNERSHIP

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, does hereby certify as follows:

1. Name of Limited Partnership. The name of the Limited Partnership is:

EUROPEAN HOLDINGS II LIMITED PARTNERSHIP

2. Office for Maintenance of Business Records. The address of the office at which the records of the Limited Partnership will be kept, as required by §620.106 of the Florida Statutes is:

101 E. Kennedy Boulevard, Suite 1000
Tampa, Florida 33602

3. Agent for Service of Process. The name and address of the Limited Partnership's agent for service of process is:

Gibbons, Tucker, Miller, Whatley & Stein, a Professional Association
101 E. Kennedy Boulevard, Suite 1000
Tampa, Florida 33602

4. General Partner. The name and business address of the sole General Partner of the Limited Partnership is as follows:

Ballantyne, Inc. *pg 8-108151*
1021 East Boulevard
Charlotte, North Carolina 28203

5. Address of the Limited Partnership. The mailing address of the Limited Partnership is:

1021 East Boulevard
Charlotte, North Carolina 28203

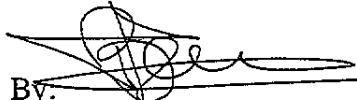
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DIVISION OF CORPORATIONS
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6. Date of Dissolution. The date on which the Limited Partnership is to dissolve is:

December 31, 2020

DATED this 16th day of October, 1998, ^{at Boca Raton, Florida.}
~~at the City of _____,~~
The Netherlands.

BALLANTYNE, INC., a
Florida corporation,
General Partner

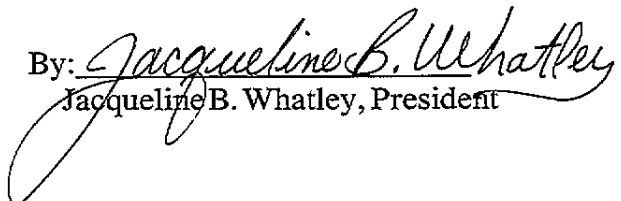
By: 
Eric E. E. Bessem,
President

ACCEPTANCE OF DESIGNATION AS AGENT FOR SERVICE OF PROCESS

The undersigned hereby accepts designation and appointment as agent for service of process for EUROPEAN HOLDINGS II LIMITED PARTNERSHIP, a Florida limited partnership, and agrees to accept service of process for said Limited Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties as such agent for service of process.

DATED this 20th day of October, 1998.

GIBBONS, TUCKER, MILLER,
WHATLEY & STEIN, a
Professional Association

By: 
Jacqueline B. Whatley, President

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF NORTH CAROLINA
COUNTY OF MECHLENBURG

Before me, the undersigned authority, personally appeared ERIC E. E. BESSEM ("Affiant"), who, after being duly sworn, deposes and says as follows:

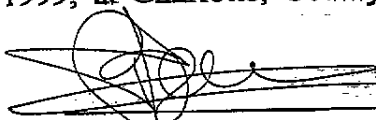
1. Affiant is the President of Ballantyne, Inc., a Florida corporation, that is the sole General Partner of EUROPEAN HOLDINGS II LIMITED PARTNERSHIP, a Florida limited partnership (the "Partnership").

2. Affiant hereby certifies that the total initial amount of capital contributions and anticipated capital contributions by all of the Partners of the Partnership is \$1,500,200.00.

3. Affiant states that the above statements are true to Affiant's knowledge, information and belief.

FURTHER AFFIANT SAYETH NOT.

DATED this 12th day of January, 1999, at Charlotte, County of Mechlenburg, North Carolina.



Eric E. E. Bessem

SWORN TO AND SUBSCRIBED before me this 12th day of January, 1999, by ERIC E. E. BESSEM, who is personally known to me OR who has produced FL DL as identification.

Sign Emily G. Blalock
Print Emily G. BLALOCK
Notary Public

My commission expires:

My Commission Expires August 03, 2003

NOTARY SEAL