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Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 (850) 222-1092

City State Zip Phone

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*****87.50 *****87.50

CORPORATION(S) NAME

Alliance Capital Management ~~Holding~~, LP

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DIVISION OF CORPORATIONS
00 MAY 11 AM 8:41

( ) Profit
( ) NonProfit
( ) Limited Liability Company
( ) Foreign

( ) Amendment 5

( ) Merger

( ) Dissolution/Withdrawal

( ) Mark

(✓) Limited Partnership
( ) Reinstatement
( ) Limited Liability Partnership

( ) Annual Report
( ) Reservation

( ) Other
( ) Change of R.A.
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CAROL CLARK

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 8, 2000

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CAROL CLARK
CT CORPORATION
,

SUBJECT: ALLIANCE CAPITAL MANAGMENT L.P.
Ref. Number: W00000011943

We have received your document for ALLIANCE CAPITAL MANAGMENT L.P. and your check(s) totaling $87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Your cover sheet refers to the name of the limited partnership as "Alliance Capital Management Holding, LP". The application refers to it as "Alliance Capital Management L.P.. Which is correct.

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: 300A00025403

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

5-11
file
2nd

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

1. ALLIANCE CAPITAL MANAGEMENT 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.")

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3. DELAWARE (State of Formation) 4. 10/29/99 (Date of Formation)

5. CT CORPORATION SYSTEM
(Name of Registered Agent for Service of Process)

6. 1200 SOUTH PINE ISLAND ROAD
(Street Address of Registered Office)

PLANTATION (City), Florida 33324 (Zip Code)

7. Acceptance by the Registered Agent for Service of Process:

Connie Bryan CONNIE BRYAN SPECIAL ASSISTANT SECRETARY
(Agent must sign on this line)

8. 1345 AVENUE OF THE AMERICAS

NEW YORK, NY 10105
(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS — STREET ADDRESS

ALLIANCE CAPITAL MANAGEMENT CORPORATION

1345 AVENUE OF THE AMERICAS F00000002659

NEW YORK, NY 10105

10. 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105
(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

12. ALLIANCE CAPITAL MANAGEMENT L.P. C/O KENNETH BARKOFF

1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105

(Mailing Address of Limited Partnership)

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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 3rd day of MAY 2000

ALLIANCE CAPITAL MANAGEMENT L.P.
BY: ALLIANCE CAPITAL MANAGEMENT
CORPORATION, ITS GENERAL PARTNER

General Partner

BY:

STATE OF NEW YORK

COUNTY OF NEW YORK

On this 3rd day of MAY, 2000,

KENNETH F. BARKOFF personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of

Lisa A. Farmer
(Notary Public Signature)

LISA A. FARMER
Notary Public, State of New York
No. 01FA5082866
Qualified in New York County
Commission Expires August 4, 2001

Lisa A. Farmer
(Notary's Printed Name)

Seal My Commission Expires: 8/4/2001

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

00 MAY 11 AM 8:41
FILED BY THE STATE SECRETARY OF CORPORATIONS

BEFORE ME the undersigned personally appeared KENNETH F. BARKOFF FOR ALLIANCE CAPITAL MGMT. CORP., a general partner of ALLIANCE CAPITAL MGMT. L.P., a (an) LIMITED PARTNERSHIP limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is $ 575,385,000
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is $ NONE .

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 3rd day of MAY, 2000.

ALLIANCE CAPITAL MANAGEMENT L.P.
BY: ALLIANCE CAPITAL MANAGEMENT CORPORATION, ITS GENERAL PARTNER

General Partner

BY:

STATE OF NEW YORK

COUNTY OF NEW YORK

On this 3rd day of MAY, 2000,

KENNETH F. BARKOFF, personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____

Lisa A. Farmer
(Notary Public Signature)

Lisa A. Farmer
(Notary's Printed Name)

LISA A. FARMER
Notary Public, State of New York
No. 01FA5082866
Qualified in New York County
Commission Expires August 4, 2001

Seal

My Commission Expires: