

MAYER, BROWN & PLATT

BANK OF AMERICA CORPORATE CENTER
100 NORTH TRYON STREET, SUITE 2400
CHARLOTTE, NORTH CAROLINA 28202

(704) 444-3546

B000000000265
August 9, 2000

VIA EXPRESS MAIL

Florida Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

400003352654--8
-08/10/00--01082--004
****140.00 ****140.00

Re: Pheonix Dynasty Fund LP

Dear Sir or Madam:

Enclosed for filing with State of Florida Division of Corporations is one originally executed and notarized copy and one conformed copy of each of the following documents regarding the above-referenced company:

1. Application by Foreign Limited Partnership for Authorization to Transact Business in the State of Florida; and
2. Affidavit of Capital Contributions for Foreign Limited Partnership.

I have also enclosed a Certificate of Good Standing from the State of Delaware dated August 7, 2000 and check in the amount of One Hundred Forty and No/100 Dollars (\$140.00) as payment for the filing fee. Please return a certified copy of each filing to me at the address above.

Thank you very much.

Sincerely,

Gwendolyn W. Lindner

Gwendolyn W. Lindner
Corporate Paralegal

Enclosures

cc: Kristin P. Manzano, Esq. (w/encl.)

40029790.1 80900 956E 00644510

FILED
00 AUG 28 PM 3:15
NOTARY OF STATE
TALLAHASSEE, FLORIDA

SL



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 15, 2000

GWENDOLYN W. LINDNER
MAYER BROWN & PLATT
100 N TRYON ST SUITE 2400
CHARLOTTE, NC 28202

SUBJECT: PHEONIX DYNASTY FUND LP
Ref. Number: W00000020100

We have received your document for PHEONIX DYNASTY FUND LP and your check(s) totaling \$140.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 620.108, Florida Statutes, requires the certificate include the latest date upon which the partnership is to dissolve.

Section 620.108, Florida Statutes, requires the affidavit include the amount of capital contributions of the limited partners and the amount anticipated to be contributed.

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) 487-6043.

Shawn Logan
Document Specialist

Letter Number: 200A00043855

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00 AUG 28 PM 3:15
TALLAHASSEE, FLORIDA

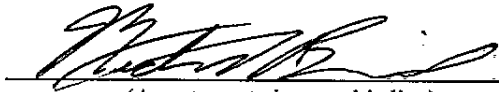
Florida Department of State, Sandra B. Mortham, Secretary of State

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

1. Pheonix Dynasty Fund LP
(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. August 4, 2000
(State of Formation) (Date of Formation)
5. Michael Burnick
(Name of Registered Agent for Service of Process)
6. 2090 Palm Beach Lakes Boulevard, Suite 700, West Palm Beach, Florida 33409
(Street Address of Registered Office)

In the event the above-referenced agent's authority has been revoked or the agent cannot be found or served with the exercise of reasonable diligence, the Secretary of State of the State of Florida is appointed agent for service of process in the State of Florida.

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


(Agent must sign on this line)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8. 2090 Palm Beach Lakes Boulevard, Suite 700, West Palm Beach, Florida 33409
(Address of registered office required in state of formation or, if not required, address of principal office)

9. NAMES AND STREET ADDRESSES OF GENERAL PARTNERS

Pheonix Investment Management, Inc.
2090 Palm Beach Lakes Boulevard, Suite 700
West Palm Beach, Florida 33409

999-71623

10. 2090 Palm Beach Lakes Boulevard, Suite 700, West Palm Beach, Florida 33409
(Office where Names, Addresses and Contributions of Limited Partners are kept.)

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED
PARTNERSHIP**


BEFORE ME, the undersigned, personally appeared Michael Burnick, President of the general partner of Pheonix Dynasty Fund LP, 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 \$ 0.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 0.00.

Under the penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents there of and that the facts stated herein are true and correct.

This 1st day of August, 2000.

PHEONIX INVESTMENT MANAGEMENT, INC.,
Its General Partner

By: 
Michael Burnick, President

STATE OF FLORIDA

COUNTY OF PALM BEACH

On this 2 day of AUGUST, 2000.

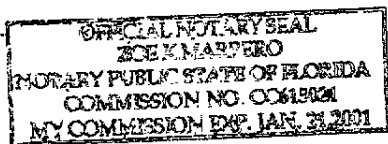
MICHAEL BURNICK, personally appeared before me,

✓ who is personally know to me

whose identity I proved on the basis of _____


(Notary Public Signature)

ZOE K. MARRERO
(Notary's Printed Name)



Seal

My Commission Expires: January 31, 2001

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00 AUG 28 PM 3:15
TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PHEONIX DYNASTY FUND LP" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTH DAY OF AUGUST, A.D. 2000.





Edward J. Freel, Secretary of State

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AUTHENTICATION: 0603901

DATE: 08-07-00