

CT CORPORATION SYSTEM

B01000000004

CORPORATION(S) NAME

Blue Bell Operating, L.P.

500003517355
-01/02/01--01001--015
***1000.00 ***1000.00

500003517355
-01/02/01--01001--016
****785.00 ****785.00

- Profit
- Nonprofit
- Foreign
- Limited Partnership
- LLC
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Reinstatement
- Annual Report
- Name Registration
- Fictitious Name
- Photocopies
- Call If Problem
- Will Wait
- Merger
- Mark
- Other
- Change of RA
- UCC
- CUS
- After 4:30
- Pick Up

12/29

FILED
DEC 29 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name _____ 12/29/00 Order#: 3491940
 Availability _____
 Document _____
 Examiner _____ Ref#: _____
 Updater _____
 Verifier _____
 W.P. Verifier _____ Amount: \$ _____

601A00000553

File Second

660 East Jefferson Street
 Tallahassee, FL 32301
 Tel. 850 222 1092
 Fax 850 222 7615

M
 1/3
 STAFF SECRETARY OF THE
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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

1. Blue Bell Operating, 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.")

3. Delaware 4. November 15, 2000
(State of Formation) (Date of Formation)

5. C T Corporation System
(Name of Registered Agent for Service of Process)

6. c/o C T Corporation System, 1200 South Pine Island Road
(Street Address of Registered Office)

Plantation, Florida 33324
(City) (Zip Code)

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

C T Corporation System



(Agent must sign on this line)

EA Wallace
Assistant Secretary

8. Corporation Trust Center, c/o The CT Corporation

1209 Orange Street, Wilmington, DE 19801

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

9. NAMES OF GENERAL PARTNERS	STREET ADDRESS
<u>Blue Bell General Partner, Inc.,</u>	<u>1101 South Horton, Brenham, Texas 77833</u>
_____	_____
_____	_____

10. 1101 South Horton, Brenham, Texas 77833
(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of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.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

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TALLAHASSEE, FLORIDA

12. 1101 South Horton, Brenham, Texas 77833

(Mailing Address of Limited Partnership)

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.

This 28th day of December, 19 2000.

Blue Bell General Partner, Inc.

Paul W. Kruse

By: Paul W. Kruse, ^{General Partner} Vice President

STATE OF Texas

COUNTY OF Washington

On this 28 day of December, 19 2000.

Paul W. Kruse personally appeared before me,

who is personally known to me

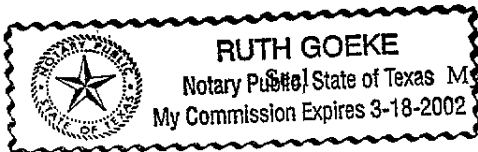
whose identity I proved on the basis of _____

Ruth Goeke

(Notary Public Signature)

RUTH GOEKE

(Notary's Printed Name)



Commission Expires: 3-18-02

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Paul W. Kruse, Vice President

a general partner of Blue Bell Operating, L.P., 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 \$ 494,550,000.00.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 8,456,805.00.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

This 28th day of December, 19 2000.

Blue Bell General Partner, Inc.

Paul W. Kruse

General Partner

By: Paul W. Kruse, Vice President

STATE OF Texas

COUNTY OF Washington

On this 28 day of December, 19 2000,

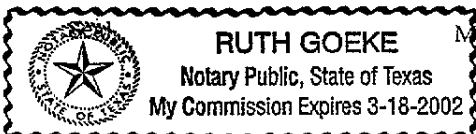
Paul W. Kruse, personally appeared before me,

who is personally known to me

whose identity I proved on the basis of _____

Ruth Goelke
(Notary Public Signature)

RUTH GOEKE
(Notary's Printed Name)



My Commission Expires: 3-18-02