P P I V A F E C A P I T A L Management Vrite's Direct Dial (941) 434-4057

January 3, 2001

Via Airborne Express

Florida Department of State Division of Corporations 409 East Gaines Street Tallahassee, FL 32399

00003523040--8 -01/04/01--01047--002 ***1785.00 ***1785.00

RE: Foreign Limited Partnership Authorization to Transact Business

Dear Sir or Madame:

Please find enclosed the Application by Foreign Limited Partnership for Authorization to Transact Business in Florida, with applicable Affidavit of Capital Contributions and fees, for Private Capital Management, L.P., a Delaware limited partnership.

Please forward the acknowledgement to:

Lisa M. Kelley Private Capital Management, L.P. 3003 Tamiami Trail North, 3rd Floor Naples, Florida 34103

In addition, I will serve as the contact person and may be reached directly at the number provided above.

Thank you.

Lisa M. Kulling

Sincerely,

Lisa M. Kelley General Counsel JAN-4 PM 1:04
CHETAKY OF STATE

941 • 261 3041 (fax)

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

1. Private 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.")
3. De l'Aware 4. Sune 22, 2000 (State of Formation) (Date of Formation)
5. DAN' d. G. Joyce (Name of Registered Agent for Service of Process)
6.3003 TAM, AM, TRAIL N. 3rd FLOOR (Street Address of Registered Office)
MAPles ,Florida 34103 (Zip Code)
7. Acceptance by the Registered Agent for Service of Process:
(Agentinust sign on this line) 8. The Corporation Trust Company
(Address of registered office required in state of formation or, if not required, address of principal office.)
9. NAMES OF GENERAL PARTNERS STREET ADDRESS
PCM-GP, INC. 3003 TAMIAMI TRAIL N. NAPLES, FL
Pag-99841 39703
10. 3003 Tamiani TRAIL NORT NAPLS FL 34/63 = T
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of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.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

2. Private Capital Management L.P.
3003 TAMIAMI TRAIL N. 35 d.F.L., Naples, FL 34103 (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.
Signed this 3 day of Sanuary, 2001.
OAVID JOYCE, FOR THE General Patter PRCM-GP, INC.
COUNTY OF COllier
On this 3 day of JANUARY, 2001, DAVID G. Soyce , personally appeared before me,
who is personally known to me
whose identity I proved on the basis of
Manu Adams (Notary Public Signature) Deanna Adams (Notary's Printed Name) Anaday Anaday
Seal My Commission Expires: 8/23/04



AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared DAVID C. Joyce for PCM-CP, TNC. a general partner of PRIVATE CAPITAL Management L. P. (an) Delaware
limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:
 The amount of capital contributions of the limited partners is \$ 40,000,000 The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 40,000,000
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 3 day of Sanuary, 2001.
David L. Soyce For General Partner, PCM-GP, INC.
STATE OF FIORICA
COUNTY OF Collier
On this 3rd day of JANUAUY 2001, On this 3rd day of JANUAUY 2001, DAVID 6. Foyce personally appeared before me, Fig. 2 T
who is personally known to me whose identity I proved on the basis of Whose identity I proved on the basis of
(Notary Public Signature)
(Notary's Printed Name)
Seal My Commission Expires: 8/23/0 4 Deanna Adams Commission # CC 953646 Expires Aug. 23, 2004 Bonded Thru Atlantic Bonding Co., Inc.