

B010000000112

The Blackstone Group

Michael A. Trinkaus  
Assistant Controller

March 6, 2001

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-03/13/01--01031--006  
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Registration Office Division of Corporation:

Enclosed please find the following forms for the registration of an out-of-state limited partnership:

- An executed and notarized Application by Foreign Limited Partnership for Authorization to Transact Business in Florida (for each limited partnership)
- An executed and notarized Affidavit of Capital Contributions for a Foreign Limited Partnership (for each limited partnership)
- Check made to the order of Florida Department of State in the amount of \$1,846.25 (for each limited partnership)

The limited partnerships are as follows:

- Blackstone UTP Capital Partners A L.P.
- Blackstone UTP Capital Partners L.P.
- Blackstone UTP Offshore Capital Partners L.P.
- Blackstone Family Media Partnership III L.P.

The contact person for all of the limited partnerships is:

Michael A. Trinkaus  
The Blackstone Group  
345 Park Avenue, 31<sup>st</sup> Floor  
New York, NY 10154  
Tel: (212) 583-5058  
Fax: (212) 583-5692

Best regards,

2/27/28  
FILED  
01 MAR 27 AM 8:35  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

345 Park Avenue  
New York, NY 10154  
212 583-5000

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

1. Blackstone Family Media partnership III, L.P.  
(Name of limited partnership as it is in the home state)
2. Blackstone Family Media partnership III, L.P. (LTD.)  
(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. October 1, 1999  
(State of Formation) (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 33324  
(City) Florida (Zip Code)

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

Robert Laletta, Special Assistant Secretary  
(Agent must sign on this line)

8. same as line 10  
(Address of registered office required in state of formation or, if not required, address of principal office.)

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01 MAR 27 AM 8:35  
STATE OF FLORIDA  
TALLAHASSEE

9. NAMES OF GENERAL PARTNERS	STREET ADDRESS
<u>Blackstone Media Management Associates III LLC</u>	
	<u>345 Park Ave., New York, NY 10154</u>

10. 345 Park Ave., New York, NY 10154  
(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.

12. Blackstone Media Management Associates III LLC

345 Park Ave., New York, NY 10154

(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 1<sup>st</sup> day of March, 2001

David Blitzer

General Partner

STATE OF New York

COUNTY OF New York

On this 1<sup>st</sup> day of March, 2001

David Blitzer

personally appeared before me,

who is personally known to me

whose identity I proved on the basis of \_\_\_\_\_

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01 MAR 27 AM 8:35  
SEAL NOTARY STATE  
TALLAHASSEE FLORIDA

Joelle Geisler

(Notary Public Signature)

Joelle Geisler

(Notary's Printed Name)

Seal

My Commission Expires: 9/5/02

*Joelle Geisler*  
Notary Public, State of New York  
No. 01GE6047624  
Qualified in New York County  
Commission Expires September 5, 2002

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

BEFORE ME the undersigned personally appeared David Blitzer  
a general partner of Blackstone Family Media Partnership, a (an) Delaware  
III, L.P.  
limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 14,943,388.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 14,943,388.

*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 1<sup>st</sup> day of March, 2001.

David Blitzer  
General Partner

STATE OF New York  
COUNTY OF New York

On this 1<sup>st</sup> day of March, 2001.

David Blitzer, personally appeared before me,

- who is personally known to me
- whose identity I proved on the basis of \_\_\_\_\_

FILED  
01 MAR 27 AM 8:35  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Joelle Geisler  
(Notary Public Signature)

Joelle Geisler  
(Notary's Printed Name)

Seal  
Joelle Geisler, Commission Expires: 9/5/02  
Notary Public, State of New York  
No. 01GE6047624  
Qualified in New York County  
Commission Expires September 5, 2002