



B01000000139

FILED
01 APR 16 AM 11:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 116038 4807453

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 1785.00

ORDER DATE : April 13, 2001

ORDER TIME : 9:35 AM

ORDER NO. : 116038-005

800004010518--3

CUSTOMER NO.: 4807453

CUSTOMER: Kimberly Fosterling, L.a.
Shartsis, Friese, & Ginsburg
18th Floor
One Maritime Plaza
San Francisco, CA 94111

FOREIGN FILINGS

NAME: BULLDOG INVESTMENT PARTNERS
II LIMITED PARTNERSHIP

XXXX QUALIFICATION (TYPE: LP)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

RECEIVED
01 APR 16 AM 10:39
DIVISION OF CORPORATION

CONTACT PERSON: Deborah Schroder -- EXT# 1118

EXAMINER: _____

me 4/16

BULLDOG INVESTMENT PARTNERS LIMITED PARTNERSHIP

33 N. Garden Avenue, Suite 750
Clearwater, FL 33755
(727) 298-5400

FILED
01 APR 16 AM 11:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APRIL 6, 2001

Florida Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Bulldog Investment Partners II Limited Partnership – Consent to Use of Name

Ladies and Gentlemen:

The undersigned, the general partner of Bulldog Investment Partners Limited Partnership, a Delaware corporation, hereby consents to the use of the name "Bulldog Investment Partners II Limited Partnership" in connection with its qualification as a foreign limited partnership under Florida Law.

Once formed, Bulldog Investment Partners Limited Partnership and Bulldog Investment Partners II Limited Partnership will have the same general partner and will be affiliated entities.

Bulldog Capital Management Limited Partnership
General Partner

By: Bulldog Capital Management, Inc.
General Partner

By:



Ronald J. Pollack
Chairman of the Board

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

1. Bulldog Investment Partners II Limited Partnership

(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

(State of Formation)

4. May 12

, 2001

(Date of Formation)

5. Ronald J. Pollack

(Name of Registered Agent for Service of Process)

6. 33 North Garden Avenue, Suite 750

(Street Address of Registered Office)

Clearwater

(City)

Florida

33755

(Zip Code)

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

By: _____

(Agent must sign on this line)

Ronald J. Pollack

8. c/o Corporation Service Company, 2711 Centerville Road,

Suite 400, Wilmington, DE 19808

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

9. NAMES OF GENERAL PARTNERS

STREET ADDRESS

Bulldog Capital Management
Limited Partnership

33 North Garden Avenue, Suite 750
Clearwater, FL 33755

B96000000008

10. 33 North Garden Avenue, Suite 750, Clearwater, FL 33755

(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

FILED
01 APR 16 AM 11:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12. 33 North Garden Avenue, Suite 750, Clearwater, FL 33755

(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 06TH day of April, 2001



General Partner

Ronald J. Pollack, Chairman of the Board of Bulldog Capital Management, Inc., the General Partner of Bulldog Capital Management Limited Partnership, the General Partner

STATE OF FLORIDA

COUNTY OF PINEALLAS

On this 6TH day of April, 2001

RON POLLACK

personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____



(Notary Public Signature)

HETHA S. DE MARCY CHELIN

(Notary's Printed Name)

My Commission Expires: JUNE 26, 2004



FILED
01 APR 6 AM 11:44
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

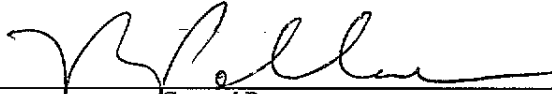
AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Ronald J. Pollack, Chairman of the Board of Bulldog Capital Management, Inc., the General Partner of Bulldog Capital Management Limited Partnership, Bulldog Investment Partners II, a general partner of Limited Partnership, 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 \$ 200,000,000.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 200,000,000.

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 6th day of April, 2001.



General Partner Ronald J. Pollack, Chairman of the Board of Bulldog Capital Management, Inc., the General Partner of Bulldog Capital Management Limited Partnership, the General Partner

STATE OF FLORIDA

COUNTY OF PINEALLAS

On this 6th day of April, 2001,

Ronald J. Pollack, personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____



(Notary Public Signature)

HETHA S. DE MARCY CHELIN
(Notary's Printed Name)

My Commission Expires: _____

