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ALSO MEMBER:
1 COLORADO BAR
2 MASSACHUSETTS BAR
3 MICHIGAN BAR
4 NEW JERSEY BAR
5 NEW YORK BAR
6 PENNSYLVANIA BAR

* CERTIFIED CIRCUIT COURT
CIVIL MEDIATOR

REPLY TO:
☒ BOCA RATON OFFICE

June 21, 2001

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

Re: Bloom Capital Management, L.P.
Our File No. 5873.001

100004439441--8
-06/25/01--01107--016
***1837.50 ***1837.50

Dear Sir or Madam:

B01-227

Enclosed for filing please find an Application By Foreign Limited Partnership For Authorization To Transact Business In Florida and a check in the amount of \$1,837.50, representing the filing fee, registered agent fee and certified copy fee. Please forward the certified copy to me at the above address.

Thank you.

Very truly yours,



Stephen A. Mendelsohn
For the Firm

SAM/dmk
Enclosure

J:\WORK\Entity\Bloom, Michael sam\5873.001\Bloom Capital, LP\FL Dept State - App Trans Business.wpd

Sp

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

WL 6/28

Fax Audit Number: _____

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

1. BLOOM CAPITAL MANAGEMENT, L.P.

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. Wilmington, Delaware
(State of Formation)

4. May 29, 2001
(Date of Formation)

4. Rutherford, Mulhall & Wargo, P.A.
(Name of Registered Agent for Service of Process)

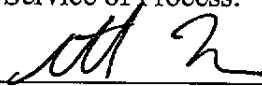
168258

5. 2600 N. Military Trail, 4th Floor
(Street Address of Registered Office)

6. Boca Raton, FL 33431
(City, State, Zip Code)

The Florida Secretary of State is appointed the agent of BLOOM CAPITAL MANAGEMENT, L.P. for service of process if the agent's authority has been revoked or if the agent cannot be found or served with the exercise of reasonable diligence.

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



Stephen A. Mendelsohn, Esq., as agent for
Rutherford, Mulhall & Wargo, P.A.

8. Registered Legal Services, LLC, 1220 N. Market Street, Suite 606, Wilmington, DE 19801
(Address of registered office required in state of formation or, if not required, address of principal office.)

Prepared By:
STEPHEN A. MENDELSON, ESQ.
FLORIDA BAR NO. 849324
2600 N. Military Trail, Fourth Floor
Boca Raton, FL 33431
(561) 241-1600

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TALLAHASSEE FLORIDA

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Fax Audit Number: _____

9. NAMES OF GENERAL PARTNERS

STREET ADDRESS

MBB INVESTMENTS, INC.

225 N.E. Mizner Blvd
Boca Raton, FL 33432

MOI-1298

10. 225 N.E. Mizner Blvd, Boca Raton, Florida 33432

(Office where Names, Addresses and Contributions of Limited Partners are kept.)

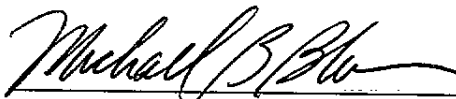
11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

12. 7303 Gateside Drive, Boca Raton, Florida 33496

(Mailing Address of Limited Partnership)

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 21st day of June, 2001.



Michael B. Bloom, President of MBB Investments, Inc.,
General Partner

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

On this 21st day of June, 2001, Michael B. Bloom personally appeared before me, (X)
who is personally known to me, or () whose identity I proved on the basis of
_____.


Notary Public

Seal



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TALLAHASSEE FLORIDA

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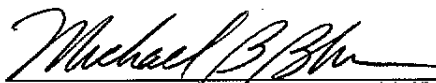
AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME, the undersigned personally appeared Michael B. Bloom, President of MBB Investments, Inc., a general partner of BLOOM CAPITAL MANAGEMENT, L.P., a foreign limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the Limited Partners is \$10,800,000.00.

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.

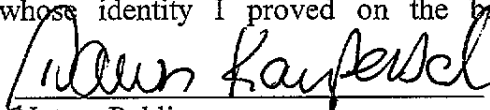
Signed this 21st day of June, 2001.



Michael B. Bloom, President of MBB Investments, Inc.,
General Partner

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

On this 21st day of June, 2001, Michael B. Bloom personally appeared before me, (X)
who is personally known to me, or () whose identity I proved on the basis of
_____.



Notary Public

Seal



Prepared By:
STEPHEN A. MENDELSON, ESQ.
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State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BLOOM CAPITAL MANAGEMENT, L.P." 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 FIRST DAY OF JUNE, A.D. 2001.

FILED
01 JUN 25 PM 12:53
SECRETARY OF STATE
TALLAHASSEE FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3397323 8300

010257423

AUTHENTICATION: 1165729

DATE: 06-01-01