

CT CORPORATION

B0200000014

FILED
02 MAY -1 AM 9:29
TALLAHASSEE, FLORIDA

CORPORATION(S) NAME

1. Henderson Global Investors GP, L.L.C.

2. CASA Partners II, L.P.

000005430310--2

05/02/02--111030--009

***1898.75 ***1898.75

5/1

Profit

Amendment

Merger

Nonprofit

Foreign

Dissolution/Withdrawal

Mark

Reinstatement

Limited Partnership

Annual Report

Other

LLC

Name Registration

Change of RA

Fictitious Name

UCC

2

Certified Copy

Photocopies

1

UCC

Call When Ready

Call If Problem

After 4:30

Walk In

Will Wait

Pick Up

Mail Out

Name

5/1/02

Order#: 5302821

Availability

Document

Examiner

Updater

Verifier

W.P. Verifier

Ref#:

Amount: \$

*Bucks Please
Call Melanie
Today if possible
with the amount
owed on this filing.
2 c.c.
1 acc*

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

Florida Department of State, Sandra B. Moriham, Secretary of State

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

FILED 02 MAY - 1 AM 9:29 SECRETARY OF STATE TALLAHASSEE FLORIDA

1. CASA Partners II, 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. Illinois (State of Formation) 4. 10/25/01 (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 (City), Florida 33324 (Zip Code)

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

C T Corporation System

[Handwritten signature]

(Agent must sign on this line)

Michael E. Jones Assistant Secretary

8. 737 N. Michigan Ave., Suite 1950, Chicago, IL 60611 (Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS STREET ADDRESS

Henderson Global Investors GP, L.L.C. 737 N. Michigan Ave., Suite 1950, Chicago, IL 60611

M02000001114

10. 737 N. Michigan Ave., Suite 1950, Chicago, IL 60611 (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of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.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

12. 737 N. Michigan Ave., Suite 1950, Chicago, IL 60611

(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 _____ day of April, 2002

Charles H. Wurtzebac

President, Henderson Global Investors (North America) Inc
General Partner in Henderson Global Investors GP, LLC

STATE OF Illinois

COUNTY OF Cook

On this 24 day of April, 2002

Charles H Wurtzebac

personally appeared before me,

who is personally known to me

whose identity I proved on the basis of _____

Kristin E Rice
(Notary Public Signature)

Kristin E Rice
(Notary's Printed Name)

My Commission Expires:

9/19/04



02 MAY 21 AM 9:29
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared _____
a general partner of CASA Partners II, L.P., a (an) Illinois
limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

FILED
02 MAY - 1 AM 9:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The amount of capital contributions of the limited partners is \$ 102,500,000.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 5,000,000.

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.

This _____ day of April, 2002

Charles H. Wurtz
General Partner

President, Henderson Global Investors (North America) Inc
General Partner in Henderson Global Investors GP, LLC

STATE OF Illinois

COUNTY OF Cook

On this _____ day of April, 2002

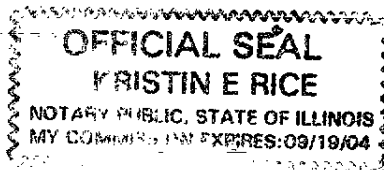
Charles H Wurtz, personally appeared before me,

who is personally known to me

whose identity I proved on the basis of _____

Kristin E Rice
(Notary Public Signature)

Kristin ERice
(Notary's Printed Name)



Seal

My Commission Expires: