

DEC-18-2002 (WED) 16:30

Division of Corporations

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : NATIONAL CORPORATE RESEARCH, LTD.
Account Number : I20000000088
Phone : (800) 221-0102
Fax Number : (212) 564-6083

FOREIGN LIMITED PARTNERSHIP

HMD PARTNERS, L.P.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$140.00

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TALLAHASSEE, FLORIDA

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02 DEC 19 AM 8:32

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

1. HMD PARTNERS, 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. Delaware 4. 10/24/02
(State of Formation) (Date of Formation)
5. National Corporate Research, Ltd., Inc.
(Name of Registered Agent for Service of Process)
6. 103 N. Meridian Street
(Street Address of Registered Office)
- Tallahassee Florida 32301
(City) (State) (Zip Code)

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

[Signature]
(Agent must sign on this line)

8. National Corporate Research, Ltd.
615 South DuPont Highway, Dover, Delaware 19901
(Address of registered office required in state of formation or, if not required, address of principal office)

9. NAMES OF GENERAL PARTNERS

STREET ADDRESS

<u>HMD Partners GP, L.L.C.</u>	<u>c/o Schulte Roth & Zabel LLP</u>
<u>1102-3399</u>	<u>919 Third Avenue</u>
_____	<u>New York, New York 10022</u>
_____	<u>Attention: Bernard J. Kwasniewski</u>

10. c/o Schulte Roth & Zabel LLP, 919 Third Ave., New York, NY 10022, Attention: Bernard J. Kwasniewski
(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of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

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12. c/o Schulte Roth & Zabel LLP, 919 Third Avenue, New York, New York 10022

Attention: Bernard J. Kwasniewski
(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 16th day of December, 2002.

By: HMD Partners GP, L.L.C.
General Partner

By: P.H.
Name: Peter H. Darrow
Title: Member

STATE OF NEW YORK

COUNTY OF NEW YORK

On this 16th day of December, 2002.

Peter H. Darrow, personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____

02 DEC 18 AM 8:32
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

FILED

AnnMarie Burton
(Notary Public Signature)

AnnMarie Burton
(Notary's Printed Name)

Seal

My Commission Expires: ANNMARIE BURTON
Notary Public, State of New York
No. 01BU504232C
Qualified in New York County
Commission Expires April 17 2005

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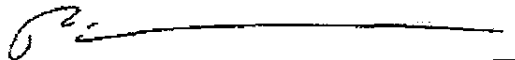
AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Peter H. Darrow, an authorized signatory of HMD Partners, L.P., a Delaware limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 1.00.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 1.00.

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 16th day of December, 2002.


Authorized Signatory of HMD Partners, L.P.

STATE OF NEW YORK

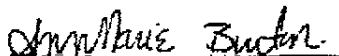
COUNTY OF NEW YORK

On this 16th day of December, 2002

Peter H. Darrow, personally appeared before me,

☒ who is personally known to me;

☐ whose identity I proved on the basis of _____


(Notary Public Signature)

AnnMarie Burton
(Notary's Printed Name)

Seal My Commission Expires: _____

ANNMARIE BURTON
Notary Public, State of New York
No. 01BU5042320
Qualified In New York County
Commission Expires April 17, 2003

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Delaware

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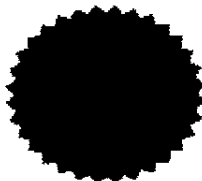
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HMD PARTNERS, 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 SEVENTEENTH DAY OF DECEMBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "HMD PARTNERS, L.P." WAS FORMED ON THE TWENTY-FOURTH DAY OF OCTOBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2153164

DATE: 12-17-02

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