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FOREIGN LIMITED PARTNERSHIP

MSPA Acquisition II, L.P.

Certificate of Status	2
Certified Copy	2
Page Count	04
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**APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

1. MSPA Acquisition 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. Delaware 4. 12/05/03
(State of Formation) (Date of Formation)

5. CT Corporation System
(Name of Registered Agent for Service of Process)

6. c/o CT Corporation System, 1200 South Pine Island Road
(Street Address of Registered Office)

Plantation, Florida 33324
(City) (Zip Code)

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

CT Corporation System
By: [Signature] Michael E. Jones
(Agent must sign on this line) Assistant Secretary

8. 1585 Broadway, 37th Floor, New York, New York 10036

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

9. NAMES OF GENERAL PARTNERS STREET ADDRESS

MSPA Acquisition II GP, L.L.C. 103000004233 1585 Broadway, 37th Floor, New York, NY 10036

10. 1585 Broadway, 37th Floor, New York, New York 10036
(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withdrawn.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

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12. 1585 Broadway, 37th Floor, New York, New York 10036

(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, 2003

STATE OF New York General Partner MSPA Acquisition II GP, L.L.C.

COUNTY OF New York

On this 16th day of December, 2003

Jeffrey K. Gronning, personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of


(Notary Public Signature)

Joy A. Gallagher
(Notary's Printed Name)

Seal

My Commission Expires: August 17, 2006

JOY A. GALLAGHER
Notary Public, State of New York
No. 01GA8011773
Qualified in Ulster County
Certified in New York County
Commission Expires August 17, 2006

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared _____,
a general partner of MSPA Acquisition II, L.P., 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 \$ 250,000.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 250,000.

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 16th day of December, 2003.



General Partner
MSPA Acquisition II GP, L.L.C., its General Partner

STATE OF New York
COUNTY OF New York

On this 16th day of December, 2003.

Jeffrey K. Gronning, personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____



(Notary Public Signature)

Joy A. Gallagher

(Notary's Printed Name)

Seal

My Commission Expires: August 17, 2006

JOY A. GALLAGHER
Notary Public, State of New York
No. 01GA6011773
Qualified in Ulster County
Certified in New York County
Commission Expires August 17, 20 06

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