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FOREIGN LIMITED PARTNERSHIP

CMS Plantation GP, L.P.

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

1. CMS Plantation GP, 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.")

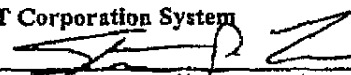
3. Delaware 4. June 22, 2004
(State of Formation) (Date of Formation)

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:

By: CT Corporation System STEVEN P. ZIMMER
 SPECIAL ASSISTANT SECRETARY
(Agent must sign on this line)

8. c/o CT Corporation System, 1209 Orange Street, Wilmington, DE 19801

(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>CMS Entrepreneurial III Associates, L.P., its sole general partner</u>	<u>c/o CMS Affiliated Partners One Bala Plaza, Suite 412 Bala Cynwyd, PA 19004</u>
<u>BOY - 272</u>	

10. c/o CMS Affiliated Partners, One Bala Plaza, Suite 412, Bala Cynwyd, PA 19004
(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of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.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. c/o CMS Affiliated Partners, One Bala Plaza, Suite 412, Bala Cynwyd, PA 19004

(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 22nd day of June, 2004

By: CMS Entrepreneurial III Associates, L.P.

By: MSPS Entrepreneurial III, Inc., its sole general partner

By: [Signature]

Name: Richard A. Kwalt, General Partner

Title: Vice President

STATE OF Pennsylvania

COUNTY OF Philadelphia

On this 22nd day of June, 2004

Richard A. Kwalt

, personally appeared before me,

who is personally known to me

whose identity I proved on the basis of _____

[Signature]
(Notary Public Signature)

LORRAINE S. COSTRO
COMMONWEALTH OF PENNSYLVANIA
COMMISSIONER OF DEEDS
COMMISSION EXPIRES MAR. 3, 2008

(Notary's Printed Name)

Seal

My Commission Expires: _____

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Richard A. Kwait on behalf of MSPS Entrepreneurial III, Inc., sole general partner of CMS Entrepreneurial III Associates, L.P.
 a general partner of CMS Plantation GP, 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 \$ 999.00.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 999.00.

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 22nd day of June, 2004
 By: CMS Entrepreneurial III Associates, L.P.
 By: MSPS Entrepreneurial III, Inc., its sole general partner

By: [Signature]
 Name: Richard A. Kwait General Partner
 Title: Vice President

STATE OF Pennsylvania
 COUNTY OF Philadelphia

On this 22nd day of June, 2004

Richard A. Kwait personally appeared before me,

- who is personally known to me
 whose identity I proved on the basis of _____

[Signature]
 (Notary Public Signature)

LORRAINE S. GOSTRO
 COMMONWEALTH OF PENNSYLVANIA
 COMMISSIONER OF DEEDS
 My Commission Expires MAR. 3, 2008

Seal My Commission Expires: _____