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(City/State/Zip/Phone #)

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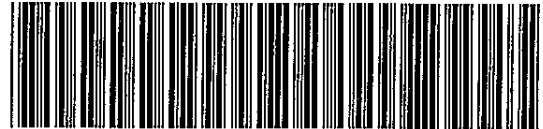
(Business Entity Name)

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TALLAHASSEE, FLORIDA

W05-15197
J. BRYAN MAR 24 2005

J. BRYAN APR -1 2005

Mateer Harbert

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DAVID M. LANDIS
JON E. KANE

PLEASE REPLY TO: ORLANDO

E-Mail Address
sbechtel@mateerharbert.com

Direct Line
(407) 418-1313 Ext. 111

March 19, 2005

Secretary of State
Division of Corporations
Bureau of Corporate Records
409 East Gaines Street
Post Office Box 6327
Tallahassee, Florida 32314-6327

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Re: Application by Foreign Limited Partnership for Authorization to Transaction
Business in Florida/Henderson & Bodwell, L.L.P.

Dear Sir or Madam:

I am enclosing for filing the following:

1. Application by Foreign Limited Partnership for Authorization to Transact Business in Florida.
2. Affidavit of Capital Contributions for a Foreign Limited Partnership.
3. Check for filing fee in the amount of \$315.63 (corporate contribution of \$228.13, designation of registered agent of \$35.00 and \$52.50 for certified copy)

Please provide the undersigned with a certified copy of the registration.

Very truly yours,



STEVEN R. BECHTEL

SRB/klb
Enclosures
cc: Henderson & Bodwell LLP

H:\Bechtel S\Henderson & Bowdell, LLP\Corporate\Secretary of State ltr.doc

Mateer Harbert

ATTORNEYS AT LAW

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March 19, 2005

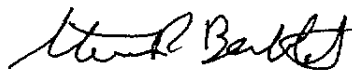
Secretary of State
Division of Corporations
Bureau of Corporate Records
409 East Gaines Street
Post Office Box 6327
Tallahassee, Florida 32314-6327
Attention: Joey Bryan

Re: Application by Foreign Limited Partnership for Authorization to Transaction
Business in Florida/Henderson & Bodwell, L.L.P.

Dear Mr. Bryan:

Pursuant to your letter dated March 24, 2005, please find enclosed the revised Application
by Foreign Limited Partnership for Authorization to Transaction Business in Florida.

Very truly yours,



STEVEN R. BECHTEL

SRB/cdp
enclosures

cc: Henderson & Bodwell LLP

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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

March 24, 2005

STEVEN R. BECHTEL
MATEER HARBERT
PO BOX 2854
ORLANDO, FL 32802-2854

SUBJECT: HENDERSON & BODWELL, L.L.P.
Ref. Number: W05000015197

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TALLAHASSEE, FLORIDA

We have received your document for HENDERSON & BODWELL, L.L.P. and your check(s) totaling \$315.63. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must add a limited partnership suffix to the name, such as LTD., LIMITED, or LIMITED PARTNERSHIP.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan
Document Specialist

Letter Number: 305A00020343

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

1. Henderson & Bodwell, Limited Partnership
(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. New York 4. November 29, 1994
(State of Formation) (Date of Formation)
5. Steven R. Bechtel
(Name of Registered Agent for Service of Process)
6. 225 E. Robinson Street, Suite 600
(Street Address of Registered Office)
- Orlando, Florida 32802
(City) (Zip Code)
7. Acceptance by the Registered Agent for Service of Process:
Steven R. Bechtel
(Agent must sign on this line)
8. 12H Worlds Fair Drive, Somerset, New Jersey 08873
(Address of registered office required in state of formation or, if not required, address of principal office.)
- | 9. NAMES OF GENERAL PARTNERS | STREET ADDRESS |
|------------------------------|--|
| Russell S. Bodwell, | 2 Alpine Court, Orono, Maine 04473 |
| James R. DeLand, Jr., | 16 Agatha Road, Edison, New Jersey 08817 |
| Paul H. Ulatowski, | 210 Evergreen Avenue, Elmhurst, Illinois 60126 |
| Brian McMorrow, | P.O. Box 142, Whitehouse, New Jersey 08888 |
| Richard K. Evans, | 3114 Griest Avenue, Cincinnati, Ohio 45208 |
| John C. Berchtold, | 55 Samatha Drive, Coram, New York 11727 |
10. 35 Fairchild Avenue, Plainview, New York 11803
(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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TALLAHASSEE, FLORIDA

12. 35 Fairchild Avenue, Plainview, New York 11803

(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 March, 2005

[Handwritten Signature]
General Partner

[Handwritten Signature]
FRANCA MONNIER
NOTARY PUBLIC, State of New York
No. 4982101
Qualified in Suffolk County
Commission Expires May 28, 2007

STATE OF New York

COUNTY OF Nassau

On this 16th day of March, 2005

James R. DeLand, Jr., personally appeared before me

who is personally known to me

whose identity I proved on the basis of _____

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TALLAHASSEE FLORIDA

[Handwritten Signature]
(Notary Public Signature)

Franca Monnier
(Notary's Printed Name)

FRANCA MONNIER
NOTARY PUBLIC, State of New York
No. 4982101
Qualified in Suffolk County
Commission Expires May 28, 2007

Seal

My Commission Expires: May 28, 2007

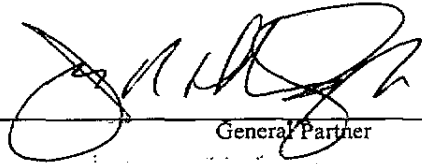
AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP


BEFORE ME the undersigned personally appeared James R. DeLand, Jr.
a general partner of Henderson & Bodwell, Limited Partnership
limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 685,297.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 32,589.

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 March, 2005


General Partner


FRANCA MONNIER
NOTARY PUBLIC, State of New York
No. 4982101
Qualified in Suffolk County
Commission Expires May 28, 2007

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TALLAHASSEE, FLORIDA


STATE OF New York

COUNTY OF Nassau

On this 16th day of March, 2005

James R. DeLand, Jr., personally appeared before me,

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


(Notary Public Signature)

Franca Monnier
(Notary's Printed Name)

FRANCA MONNIER
NOTARY PUBLIC, State of New York
No. 4982101
Qualified in Suffolk County
Commission Expires May 28, 2007

Seal My Commission Expires: May 28, 2007