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FOREIGN LIMITED PARTNERSHIP
ALLIANCE PP2 FX3 LIMITED PARTNERSHIP

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

1. Alliance PF2 FX3 Limited Partnership
(Name of limited partnership as it is in the home state)

2. Alliance PF2 FX3 Limited Partnership
(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. 12/2/05
(State of Formation) (Date of Formation)

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

6. 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: James M. Halpin
C T Corporation System Assistant Secretary
(Agent must sign on this line)

8. 1209 Orange Street, Wilmington, Delaware 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

Alliance PF2 FX3 GP, L.L.C. 135 Revere Drive, Northbrook, Illinois 60062
mos-7117

10. 135 Revere Drive, Northbrook, Illinois 60062
(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of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.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. 135 Revere Drive, Northbrook, Illinois 60062

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(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 27th day of December, 2005

Andrew W. Sohor
General Partner

STATE OF ILLINOIS

COUNTY OF COOK

On this 27th day of December, 2005

Andrew W. Sohor, President of the General Partner, personally appeared before me,

who is personally known to me

whose identity I proved on the basis of _____

Tracy A. Gaylor

(Notary Public Signature)

Tracy A. Gaylor

(Notary's Printed Name)



Seal

My Commission Expires: 6/27/07

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Alliance PP2 FX3 GP, L.L.C.
a general partner of Alliance PP2 FX3 Limited Partnership, 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 \$ 14,200,000.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 700,000.

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 27th day of December, 2005

[Signature]
General Partner

STATE OF ILLINOIS

COUNTY OF COOK

On this 27th day of December, 2005

Andrew W. Schor, President of the General Partner, personally appeared before me,

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

[Signature]
(Notary Public Signature)

Tracy A. Gaylor
(Notary's Printed Name)



Seal My Commission Expires: 6/27/07