

Document Number Only

396000000020

CF CORPORATION SYSTEM

Proprietor's Name
660 EAST JEFFERSON STREET

Address
TALLAHASSEE FL 32301 222-1092

City State Zip Phone

CORPORATION(S) NAME

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN 11 PM 2:16

New Equity Partners, L.P. 800001689188
-01/16/96--01018--012
***1050.00 ***1050.00

New Equity Partners, Limited Partnership 800001689188
-01/16/96--01018--012
***52.50 ***52.50

800001689188
-01/16/96--01018--014
***35.00 ***35.00

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96 JAN 11 AM 11:15

Sole Proprietorship
 Partnership
 NonProfit
 Limited Liability Company
 Foreign
 Limited Partnership
 Reinstatement
 Certified Copy
 Call When Ready
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 Mail Out

Amendment
 Dissolution/Withdrawal
 Annual Report
 Reservation
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 Call if Problem
 Will Wait

Merger
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 Other
 Change of N.A.
 Fictitious name filing
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 After 4:30
 Pick Up

Name Availability *JK*

Document Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

1/11/96

3:00

1-11-96

Please call Melina

if money is wrong.

Back to sat Thanks

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2.00

FILED 1050.00

AGENT FEE 25.00

3. COPY 52.50

TOTAL 1137.50

N.BANK

BALANCE DUE

REFUND

Florida Department of State, Jim Smith, Secretary of State

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

1. Dorn Equity Partners, L.P.
(Name of limited partnership as it is in the home state;)

2. Dorn Equity Partners, 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. 1-1-96
(State of Formation) (Date of Formation)

5. C T CORPORATION SYSTEM
(Name of Registered Agent for Service of Process)

6. c/o C T 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.

Patrick A. Nolan
(Officer's Name)
Patrick A. Nolan
Assistant Secretary
(Type Name and Title of Officer)

8. c/o The Corporation Trust Company, 1209 Orange Street, Wilmington, DE 19801
(Address of Registered Office required in State of Formation or, if not required, Address of Principal Office.)

9. NAME OF GENERAL PARTNERS SPECIFIC ADDRESS
Equity Managers, L.L.C. 6745 Woodbridge Dr., Boca Raton, FL 33434

M9600000616

10. 6745 Woodbridge Drive, Boca Raton, FL 33434
(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 cancelled or withdrawn.

12. 6745 Woodbridge Drive, Boca Raton, FL 33434
(Mailing Address of Limited Partnership)

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JAN 11 PM 2:16

This ~~30~~ ^{4th} day of January, 1996.

Alvin Dern

General Partner

Alvin Dern, Member of the G.P.

STATE OF

COUNTY OF

THE FOREGOING instrument was acknowledged and sworn to before me this 4th day of January, 1996, by ALVIN DERN, MEMBER OF G.P. (Name of General Partner) of DERN EQUITY PARTNERS, L.P. (Name of Limited Partnership), A DELAWARE (State or Country) Limited Partnership, on behalf of the Limited Partnership.

Gregory A. Boventini

Notary Public

State of FL at Large

(SEAL)

My Commission Expires:

7-23-99

GREGORY BOVENTINI
Notary Public, State of Florida
No. CC 483003
Commission Expires July 23, 1999

Gregory A. Boventini

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Alvin Dern, a Member of the general partner of Dern Equity Partners, 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 \$ 150,000.
- 2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 150,000.

This ~~3rd~~ 4th day of January, 1996.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury I declare that I have read the foregoing and that the facts are true, to the best of my knowledge and belief.

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JAN 11 PM 2:16

General Partner

Alvin Dern, Member.

Alvin Dern, Member of the Gen. Partner

STATE OF FLORIDA
COUNTY OF PALM BEACH
DATE JANUARY 4, 1996

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared ALVIN DERN, MEMBER OF (General Partner, known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as General Partner of said partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 4th day of JANUARY, 1996.

Gregory Roventini
Notary Public

Seal

State of FLORIDA at Large
My Commission Expires:
7-23-99

GREGORY ROVENTINI
Notary Public, State of Florida
No. CC 483003
Commission Expires July 23, 1999

Document Number Only

B96000000020

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DIVISION OF CORPORATION
AUG 27 11:54

C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street
Address
Tallahassee, Florida 32301
City State Zip Phone

CORPORATION(S) NAME

500001333315
-08/27/96--01120--016
*****35.00 *****35.00

Dom Equity Partners, L.P.

95 AUG 27 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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- Profit
- NonProfit
- Limited Liability Company
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- Will Wait
- Merger
- Mark
- Other
- Change of R.A.
- Fictitious Name
- CUS
- After 4:30
- Pick Up

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

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8/27/96

8/27
JOHN
R.A. Change

Florida Department of State, Jim Smith, Secretary of State

LIMITED PARTNERSHIP STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT, OR BOTH

Pursuant to the provisions of sections 620.105 and 620.1051, Florida Statutes, the undersigned limited partnership organized under the laws of the state of Delaware, submits the following statement in order to change its registered office or registered agent, or both, in the state of Florida.

1. The name of the limited partnership is: Dem Equity Partners, L.P.

2. The date of filing/registration in Florida: 1-11-96

3. Document number assigned: B96000000020

4. The name and address of the present registered agent and office:

CT CORPORATION SYSTEM

c/o CT Corporation System, 1200 South Pine Island Road

Plantation, FL 33324

5. The name and address of the successor registered agent and office.: (P.O. Box not Acceptable)

Mr. Alvin Dern

6745 Woodbridge Drive

Boca Raton, FL 33434

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Such change was authorized by the general partners By: Equity Managers, L.L.C., G.P.

SIGNATURE: By: Alvin Dern General Partner Alvin Dern, Member

Date: 8/19/96

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED PARTNERSHIP AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: Alvin Dern (Officer)

Alvin Dern

(Type Name and Title of Officer)

Date: 8/19/96

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314

INHSE 4

Filing Fee: \$35.00

139600000020

Dern Equity Partners, Limited Part.
Requestor's Name

6745 Woodbridge Dr.
Address

Boca Raton FL 33434
City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1. _____ 500002043805--2
(Corporation Name) (Document #) -01/03/97--01012--008
***350.00 ***350.00
- 2. _____
(Corporation Name) (Document #)
- 3. _____
(Corporation Name) (Document #)
- 4. _____
(Corporation Name) (Document #)

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DIVISION OF CORPORATIONS
55 DEC 20 AM 11:15

- Walk in
- Mail out
- Pick up time _____
- Will wait
- Certified Copy
- Certificate of Status
- Photocopy

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment <i>Supplemental affidavit</i>
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

\$ 200,000.00

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

C. TAX _____
 F. _____ 350.00
 B. _____
 C. _____
 T. _____
 N. _____
 BALANCE DUE _____
 REFUND _____

Examiner's Initials *dcc*

SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A
FOREIGN LIMITED PARTNERSHIP

The undersigned general partners of DERN EQUITY PARTNERS, LP
DELAWARE, a(an)
DELAWARE limited partnership,
executed this supplemental affidavit filed pursuant to section 620.176, Florida Statutes.

The total amount of the capital contributions of the limited partners that is allocated for the
purpose of transacting business in Florida is \$ 200,000.

This 11th day of December, 19 96.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 20 AM 11 15

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury, I declare that I have read the following and that the facts
are true, to the best of my knowledge and belief.

EQUITY MANAGERS, LLC
General Partner

by: Alfred [Signature], Member

$$\begin{array}{r} 200,000 \\ - 150,000 \\ \hline 50,000 \times 7 = 350 \end{array}$$