

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9071

800-342-0086



B96000000050

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB -5 AM 8:43

ACCOUNT NO. : 072100000032

REFERENCE : 033266 157057A

AUTHORIZATION :

COST LIMIT : \$ PPD

00000000000000000000
-02/09/96--01014--008
****210.00 ****210.00

ORDER DATE : February 5, 1996

ORDER TIME : 2:58 PM

ORDER NO. : 033266

CUSTOMER NO: 157057A

CUSTOMER: Ms. Judy Reigle
Cross Keys Capital, L.p.
20 Valley Road
P. O. Box 459
Hershey, PA 17033

896A00605075

FILE
2nd

FOREIGN FILINGS

NAME: CROSS KEYS CAPITAL, LIMITED
PARTNERSHIP

XXXX QUALIFICATION (TYPE: LP)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XXX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: HARRY DAVIS

RECEIVED
96 FEB -5 PM 4:09
DIVISION OF CORPORATIONS

13K 2/5/96
J. TAX _____
FILING _____ 175
R. AGENT FEE _____ 35
C. COPY _____
TOTAL _____ 210
N. BANK _____
BALANCE DUE _____
REFUND _____



CROSS KEYS CAPITAL

20 Valley Rd. • P.O. Box 459 • Hershey, PA 17033
Office: (717) 533-8809 • FAX: (717) 533-8776 • Toll Free: (800) 808-5984

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TRANSMITTAL LETTER

TO: REGISTRATION AND QUALIFICATION SECTION
DIVISION OF CORPORATIONS/LIMITED PARTNERSHIPS

SUBJECT: Cross Keys Capital, L.P. (Florida: Cross Keys Capital, Limited Partnership)

Dear Sir or Madam:

The enclosed "Application by Foreign Limited Partnership for Authorization to Transact Business in Florida", "Certificate of Existence", and check (Filing Fee: \$175, Agent Fee: \$35; Total: \$210) are submitted to register the above referenced foreign limited partnership to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Paul S. Romano
Cross Keys Capital
20 Valley Road
PO Box 459
Hershey, PA 17033

Should you need to call someone concerning this matter, please call:

Paul S. Romano
(717) 533-8809

Florida Department of State, _____, Secretary of State

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

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1. Cross Keys Capital, L.P.
(Name of limited partnership as it is in the home state;)

2. Cross Keys Capital, 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. Pennsylvania 4. 10-5-94
(State of Formation) (Date of Formation)

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

6. 1201 Hays Street
(Street Address of Registered Office)

Tallahassee, Florida 32301
(City) (Zip Code)

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

Karen B. Rozar
(Agent must sign on this line) Karen B. Rozar, as its agent

8. 20 Valley Road, PO Box 459, Hershey, PA 17033
(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS SPECIFIC ADDRESS
(corporate general partner)

CKC General Inc. 20 Valley Road, PO Box 459, Hershey PA 17033
F96000000588

10. Cross Keys Capital, L.P.
20 Valley Road, PO Box 459, Hershey PA 17033
(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. 20 Valley Road, PO Box 459, Hershey PA 17033
(Mailing Address of Limited Partnership)

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This 31st day of January, 1996.

Paul S. Romano
Paul S. Romano, ~~General Partner~~ President of CKC General Inc., corporate general partner of
Cross Keys Capital, L.P.

STATE OF PENNSYLVANIA

COUNTY OF DAUPHIN

THE FOREGOING instrument was acknowledged and sworn to before me this 31st day
of January, 1996, by Paul S. Romano, corporate gen. partner of
Cross Keys Capital, L.P., a Pennsylvania
(Name of General Partner)
(Name of Limited Partnership)

Limited Partnership.

Judy L. Reigle
Notary Public

State of Pennsylvania at Large

(SEAL)

My Commission Expires

Notarial Seal
Judy L. Reigle, Notary Public
Derry Twp., Dauphin County
My Commission Expires Nov-15, 1999
Member, Pennsylvania Association of Notaries

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

Paul S. Romano, President of
BEFORE ME the undersigned personally appeared CKC General Inc., a corporate general partner of Cross Keys Capital, L.P., a (an) Pennsylvania limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 300,000.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 25,000.

This 31st day of January, 1996.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Paul S. Romano

Paul S. Romano, President of

~~Cross Keys Capital, L.P.~~
CKC General Inc., corporate general partner of Cross Keys Capital, L.P.

State of Pennsylvania

County of Dauphin

Date January 31, 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 Paul S. Romano ** (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. **President of CKC General Inc., corporate general partner of Cross Keys Capital, L.P.*

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 31st day of January, 1996.

Judy L. Reigh
Notary Public

Seal

State of Pennsylvania at Large

My commission expires

