

B9600000051

AA HOLDINGS C.V. LIMITED PARTNERSHIP

January 31, 1996

Florida Department of State
409 East Gaines
Tallahassee, Florida 32399

AA Holdings C.V. Limited Partnership

69 West Washington Street
Room 3452
Chicago, IL 60602-3002
312 580 0069

FILED
96 FEB - 8 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir/Madam:

Enclosed for filing are an original and an acknowledgment copy of a "Application for Foreign Limited Partnership for Authorization to Transact Business in Florida" and "Affidavit of Capital Contributions for Foreign Limited Partnership" form to register AA Holdings C.V. Limited Partnership as a foreign limited partnership.

In addition, enclosed is a check (number 130863) payable to the Florida Department of State in the amount of \$148.75 (\$52.50 the minimum fee based on capital contributions (in this case it is \$0); \$35.00 designation of a registered agent; \$52.50 for a certified copy and \$8.75 for a certificate under seal) in full payment of the filing fees in this regard.

Please file the original form and return the date stamped acknowledgment copy to my attention at the address listed above in the enclosed self-addressed stamped envelope. Please be sure to include a document number.

Should you require any additional information, please contact Rose Vozel (312/507-2347). Thank you for your assistance in this regard.

Very truly yours,

AA HOLDINGS C.V. LIMITED PARTNERSHIP

By

Sharon A. Stachowiak

Enclosures

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+++148.75 ++ 148.75

#87.50 - F.F.
52.50 - CC
8.75 - COS
CM

Florida Department of State, Sandra B. Mortham, Secretary of State

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

1. AA Holdings G.V. 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.")

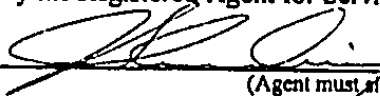
3. The Netherlands 4. 7/28/95
(State of Formation) (Date of Formation)

5. James H. Shedivy
(Name of Registered Agent for Service of Process)

6. 15 South Beneva Road
(Street Address of Registered Office)

Sarasota, Florida 34237
(City) (Zip Code)

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


(Agent must sign on this line)

8. 69 West Washington Street, Chicago, IL 60602
(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS STREET ADDRESS

John B. Burrows Wing on Centre, 25th Floor, 111 Connaught Road
Central, Hong Kong

James D. Edwards 1345 Avenue of the Americas, New York, NY 10105

Richard L. Menselle 69 West Washington St., Chicago, IL 60602

Harry V. Ruffalo 69 West Washington St., Chicago, IL 60602

Manuel Soto Route de Pre-Bois 29, 1215 Geneva 15, Switzerland
Jose L. Vazquez 69 West Washington St., Chicago, IL 60602

10. 69 West Washington Street, Chicago, IL 60602
(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.

CONTINUED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12. 69 West Washington Street, Chicago, IL 60602

(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.

This day of 31st, January, 19 96.

[Signature]
General Partner

STATE OF Illinois

COUNTY OF Cook

On this 31st day of January, 19 96, Jose L. Vazquez

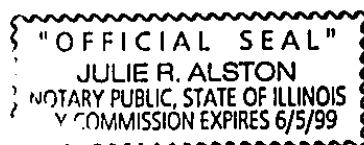
personally appeared before me,



who is personally known to me



whose identity I proved on the basis of _____



[Signature]
(Notary Public Signature)

Julie R. Alston
(Notary's Printed Name)

Seal

My Commission Expires: 6/5/99


**AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED
PARTNERSHIP**

BEFORE ME the undersigned personally appeared Jose L. Vazquez,
a general partner of AA Holdings C.V. Limited Partnership (an) Netherlands limited partnership,
hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 273,028.00.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 0.

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.

This 31st day of January, 19 96.

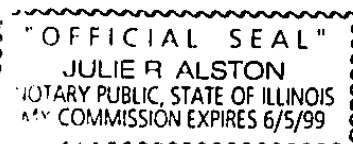



General Partner

STATE OF Illinois

COUNTY OF Cook

On this 31st day of January, 19 96, Jose L. Vazquez
personally appeared before me, ☒ who is personally known to me
☐ whose identity I proved on the basis of _____





(Notary Public Signature)
Julie R. Alston

(Notary's Printed Name)

Seal

My Commission Expires: 6/5/99

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