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"ADMITTED IN NEW YORK ONLY

Writer's Direct Line:
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February 27, 1996

Ms. Diane Cushing
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Shaw/Last Will & Testament
Application by Foreign Limited Partnership for
Authorization to Transact Business in Florida
Our File No. 19/668/1

Dear Ms. Cushing:

Enclosed please find an Application for Foreign Limited Partnership for Authorization to Transact Business in Florida and an Affidavit of Capital Contributions for filing with your Office.

Also enclosed are two checks to cover: 1) \$1,750.00 for the filing fee (capital contributions in the amount of \$1,225,000.00 will be allocated for the purpose of transacting business in Florida which commenced January 1, 1996), and 2) check in the amount of \$96.25 to cover the \$35.00 fee for designation of a registered agent, a \$52.50 fee for a certified copy of the Application and an \$8.75 fee for a certificate under seal.

Name	Application
Availability	Please refer to the application
Document Examiner	me at the address of this matter.
Updater	000
Updater	
Version	JHO/lmf/1101n
Version	Enclosures
	cc: Ms. Ida
W. P. Ver fyer	John Bra

Very truly yours

Jody H. Oliver

1.785.00
 61.25
 REFUND
 TC
 \$1,225.00

B960000000077

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

1. Shaw Investment Associates L.P.
(Name of limited partnership as it is in the home state)
2. Shaw Investment Associates Ltd.
(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. October 17, 1995
(State of Formation) (Date of Formation)
5. Ida Shaw
(Name of Registered Agent for Service of Process)
6. c/o Ida Shaw, 23 Estate Drive
(Street Address of Registered Office)
Boynton Beach, Florida 33436-6202
(City) (Zip Code)
7. Acceptance by the Registered Agent for Service of Process.
Ida Shaw
(Agent must sign on this line)
8. c/o Corporation Trust Company, 1209 Orange Street, Wilmington Delaware
(Address of registered office required in state of formation or, if not required, address of principal office)
9. NAMES OF GENERAL PARTNERS SPECIFIC ADDRESS
Shaw Family Investment Co., a Delaware corporation
23 Estate Drive, Boynton Beach, Florida 33436-6202
Ida Shaw, 23 Estate Drive, Boynton Beach, Florida 33436-6202
10. 23 Estate Drive, Boynton Beach, Florida 33436-6202
(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. In the event of the revocation of the authority of the Registered Agent for Service of Process named above or said Registered Agent cannot be found or served with the exercise of reasonable diligence, the Secretary of State of the State of Florida is hereby appointed the Registered Agent for Service of Process of the limited partnership.

13. 23 Estate Drive, Boynton Beach, Florida 33436-6202
(Mailing Address of Limited Partnership)

This 17th day of January, 1996.

SHAW INVESTMENT ASSOCIATES, L.P.
a Delaware limited partnership

By its General Partner:

Ida Shaw
Ida Shaw

96 JAN - 1 PM 2:30

FILED

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 17th day of January, 1996, by IDA SHAW, a general partner, on behalf of the limited partnership, and

___ she is personally known to me, or

X has produced FLA Driver Lic as identification.

Jody H. Oliver
Notary Name: Jody H. Oliver
Notary Public
Serial Number (if any) _____

(NOTARY STAMP)



AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME the undersigned personally appeared IDA SHAW, a general partner of Shaw Investment Associates, L.P., a Delaware limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is approximately \$1,250,000.00.

2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$1,225,000.

This 12th 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 to the best of my knowledge.

SHAW INVESTMENT ASSOCIATES,
a Delaware limited partnership

By its General Partner:

Ida Shaw
Ida Shaw

STATE OF FLORIDA)

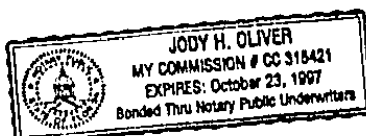
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 12th day of January, 1996, by IDA SHAW, a General Partner of SHAW INVESTMENT ASSOCIATES, L.P., a Delaware limited partnership, on behalf of the limited partnership, and

she is personally known to me or
has produced Fla. Drivers License as identification.

Jody H. Oliver
Notary Name: Jody H. Oliver
Notary Public
Serial Number (if any) _____

(NOTARY STAMP)



State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SHAW INVESTMENT ASSOCIATES L.P." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWELFTH DAY OF JANUARY, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2552723 8300

960010358

AUTHENTICATION

7787493

DATE

01-12-96