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TAUNAUS, TX 76071
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Patricia Pyrits

ORDER DATE: March 10, 1996

ORDER TIME: 1:31 PM

ORDER NO.: B60329

1000001733311

CUSTOMER NO.: 71050845

CUSTOMER: Ms. Catherine A. Esodeka
Lids Incorporated
66 Glacier Drive
Westwood, MA 02090

WPA 008004902

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NAME: HD LIDS LIMITED PARTNERSHIP

XXXX IDENTIFICATION TYPE: FPO

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

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JANISCH OF CORP. DIVISION

3/28/96
BPK

Florida Department of State, Sandra P. Martham, Secretary of State

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

1. HJD Lids 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. Massachusetts 4. 3/27/95
(State of Formation) (Date of Formation)

5. The Prentice-Hall Corporation System, Inc.
(Name of Registered Agent for Service of Process)

6. 1201 Hays Street, Suite 105
(Street Address of Registered Office)

Tallahassee, Florida 32301
(City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process.
The Prentice-Hall Corporation System, Inc.
By: Jay S. Rubinstein, Esq. + VP
(Agent must sign on this line)

8. 1201 Hays Street, Steet 105 Tallahassee, FL 32301
(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS STREET ADDRESS

Halpern, Denny + Company Inc. 500 Baylston Street

F960000001593 Boston, MA 02116

10. 500 Baylston Street, Boston, MA 02116
(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of the limited partner or limited partners until the limited partnership's registration in Florida is cancelled or withdrawn.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

12. 500 Boylston Street, Boston, MA 02159

(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 28th, February 19 96


David P. Malm General Partner Halpern, Denny & Company, Inc.

STATE OF MASSACHUSETTS

COUNTY OF Suffolk

On this 28th day of February, 19 96, David P. Malm

personally appeared before me, who is personally known to me

whose identity I proved on the basis of _____

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Barbara Rubin Eastman
(Notary Public Signature)

Barbara Rubin Eastman

(Notary's Printed Name)

Seal

My Commission Expires: 1/16/98

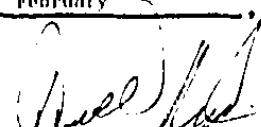
**AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED
PARTNERSHIP**

*BEFORE ME the undersigned personally appeared David P. Malm,
a general partner of Balpern, Denny & Company, Inc., a (an) Massachusetts limited partnership,
hereinafter referred to as the "Partnership", who certifies as follows:*

1. The amount of capital contributions of the limited partners is \$ 2,409,415.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ not 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 28th day of February, 1996.


General Partner

01/22/96 MAR 28 PM W. 17
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STATE OF MASSACHUSETTS

COUNTY OF Suffolk

On this 28th day of February, 1996, David P. Malm

personally appeared before me, who is personally known to me

whose identity I proved on the basis of _____

Barbara Rubin Eastman
(Notary Public Signature)

Barbara Rubin Eastman

(Notary's Printed Name)

Seal

My Commission Expires: 1/16/98