

1201 HAYS STREET
JACKSONVILLE, FL 32101

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CSC networks
PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ORDER NUMBER: 400001738314

ORDER DATE: March 28, 1996

ORDER TIME: 1:20 PM

ORDER BY: Patricio Pizote
1,785

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR 28 PM 4:21

ORDER DATE: March 28, 1996

ORDER TIME: 1:20 PM

ORDER BY: AGADPP

400001738314

CUSTOMER NO: 2105845

CUSTOMER: Ms. Catherine A. Trudewale
Lids, Incorporated
60 Glacier Drive

Westwood, PA 02070

W96000004904

FOREIGN FILINGS

NAME: LIDS LIMITED PARTNERSHIP

XXXX QUALIFICATION (TYPE: LP)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

RECEIVED
96 MAR -5 PM 2:15
DIVISION OF CORPORATIONS

G. TAX
FILING
R. AGENT FEE
C. COPY
TOTAL
N. BANK
BALANCE DUE
REFUND

Sandra B. Mortham, Secretary of State

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

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
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1. 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. August 1993
(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 S Robbins President
(Agent must sign on this line)
8. 1201 Hays Street, Suite 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 SPECIFIC ADDRESS
HDLids Limited Partnership 500 Baylston Street
096000006110 Boston, MA 02159
Lids, Inc. F96000001159 c/o New England Development
One Wells Avenue
Newton, MA 02159
10. 60 Glacier Drive, Westwood, MA 02090
(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. 60 Glacier Drive, Westwood, MA 02090
(Mailing Address of Limited Partnership)

This 28TH day of February, 1996.

[Signature]
General Partner

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STATE OF MASSACHUSETTS

COUNTY OF SUFFOLK

THE FOREGOING instrument was acknowledged and sworn to before me this 28th day

of February, 1996, by Benjamin Flachman for Lids Inc. of
(Name of General Partner)

Lids Limited Partnership, a Massachusetts
(Name of Limited Partnership)

Limited Partnership, on behalf of Massachusetts
(State or Country)
Limited Partnership.

Barbara Robin Eastman
Notary Public

State of MASSACHUSETTS at Large

(SEAL)

My Commission Expires: 1/16/98

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

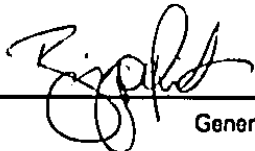
BEFORE ME the undersigned personally appeared Benjamin D. Fischman, a general partner of Lids Inc., a (an) Massachusetts limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 5,000,000.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 1,000,000.

This 28th day of February, 19 96.

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.


General Partner

State of MASSACHUSETTS

County of Suffolk

Date February 28, 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 Benjamin D. Fischman (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 28th day of February, 19 96.


Notary Public

Seal

State of MASSACHUSETTS at Large

My commission expires: 1/16/98

FILED STATE
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