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FRANK, L. J., J. ALICE FRANK
119 THIRD AVENUE
NEW YORK, N.Y. 10022 - 3852
(212) 715 9100

FAX
(212) 715 8000
WINTER'S DIRECT NUMBER
(212) 715-7522

May 22, 1996

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Unterberg Harris Capital Management L.P.

Dear Sir/Madam:

On behalf of the above-referenced limited partnership, enclosed please find an Application by Foreign Limited Partnership for Authorization to Transact Business, a Supplemental Affidavit of Capital Contributions for a Florida Limited Partnership, a check in the amount of \$1,750.00 in payment of the requisite filing fee and a check in the amount of \$35.00 in payment of the requisite filing fee for Designation of Agent and a Good Standing Certificate.

If you should have any questions regarding the above-referenced matter, kindly contact the undersigned at the above direct-dial number.

Kindly acknowledge receipt of these materials by date stamping the enclosed copy of this letter and returning it in the self-addressed envelope.

Very truly yours,

Colette Panebianco
Colette Panebianco
Legal Assistant

CP/dp
Enclosures

B96 - 262

Name Availability	R7-10
Document Examiner	JC
Updater	JC
Updater Verifier	JC
Acknowledgement	JC
CP Verifier	JC

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

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

1. Unterberg Harris Capital Management 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. Delaware 4. February 1, 1993
(State of Formation) (Date of Formation)
5. Corporation Service Company
(Name of Registered Agent for Service of Process)
6. 1201 Bay Street
(Street Address of Registered Office)
Tallahassee, Florida 32301
(City) (Zip Code)
7. Acceptance by the Registered Agent for Service of Process.
By: Gina L. Reed, Authorized Representative
(Agent must sign on this line)
8. 10 East 50th Street, New York, New York 10022
(Address of registered office required in state of formation or, if not required, address of principal office.)
9. NAMES OF GENERAL PARTNERS STREET ADDRESS

SEE ADDENDUM

10. 10 East 50th Street New York, NY 10022
(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

FILED

12. 10 East 50th Street
New York, New York 10022
(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 May 8, 19 96.

[Signature]
General Partner

STATE OF New Jersey
COUNTY OF Monmouth

On this 8th day of May, 19 96, Robert M. Matluck

personally appeared before me, ☒ who is personally known to me
☐ whose identity I proved on the basis of _____

STACY C. LUTZKER
Notary Public of New Jersey
My Commission Expires July 6, 1999

[Signature]
(Notary Public Signature)
STACY C. LUTZKER
(Notary's Printed Name)

Seal

My Commission Expires: July 6, 1999

GENERAL PARTNERS:

Thomas I. Unterberg
10 East 50th Street
New York, New York 10022

Andrew Arno
10 East 50th Street
New York, New York 10022

Jody A. Owen
10 East 50th Street
New York, New York 10022

Mel S. Lavitt
10 East 50th Street
New York, New York 10022

David S. Wachter
10 East 50th Street
New York, New York 10022

Brian L. Finnerty
10 East 50th Street
New York, New York 10022

Abraham Robert Towbin
10 East 50th Street
New York, New York 10022

Robert C. Harris, Jr.
10 East 50th Street
New York, New York 10022

Robert M. Matluck
10 East 50th Street
New York, New York 10022

John A. Dexheimer
10 East 50th Street
New York, New York 10022

Steven P. Novak
10 East 50th Street
New York, New York 10022

James W. Weil
10 East 50th Street
New York, New York 10022

Stephen J. Von Bargaen
10 East 50th Street
New York, New York 10022

FILED
95 JUL -8 AM 9:16
SECRETARY OF STATE
NEW YORK, NEW YORK

**SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR A FLORIDA LIMITED PARTNERSHIP**

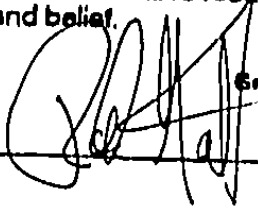
The undersigned, constituting all of the general partners of Unterburg Harris
Capital Management Limited Partnership, a Florida
Limited Partnership, executed this supplemental affidavit filed pursuant to section 620.112,
Florida Statutes.

The total amount of the capital contributions of the limited partners is \$ 21,000,000

This 8 day of May, 19 96.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury I declare that I have read the foregoing and that the facts are true,
to the best of my knowledge and belief.


General Partner

Robert M. Matluck, President of the General Partner

FILED

06 JUL -8 AM 9:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HUNTERBERG HARRIS CAPITAL MANAGEMENT, 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 TWENTY-FIRST DAY OF MAY, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

FILED
95 JUL -8 AM 9:16
SECRETARY OF STATE
-HUNTERBERG HARRIS CAPITAL
MANAGEMENT, L.P.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION

0000000

DATE

05-01-96