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DOCUMENT TYPE: FOREIGN LIMITED PARTNERSHIP

NAME: VIA TORTUGA LIMITED PARTNERSHIP

FAX AUDIT NUMBER: H96000010380

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

1. The name of the limited partnership is VIA TORTUGA LIMITED PARTNERSHIP (the "Limited Partnership").

2. The Limited Partnership was established under the laws of the State of Delaware on May 22, 1996.

3. The address of the Florida registered office of the Limited Partnership is:

CT Corporation System  
1200 South Pine Island Road  
Plantation, Florida 33324;

and the name and address of its agent for service of process are:

CT Corporation System  
1200 South Pine Island Road  
Plantation, Florida 33324.

4. The name and business address of the sole general partner of the Limited Partnership are:

Via Tortuga, Inc.  
101 Park Avenue  
New York, New York 10178.

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5. The registered agent and office of the Limited Partnership in its State of formation are:

The Corporation Trust Center  
1209 Orange Street  
Wilmington, Delaware 19801.

*This instrument prepared by:*  
Brian L. Bilzin, Esquire  
Florida Bar No. 244232  
RUBIN BAUM LEVIN CONSTANT FRIEDMAN & BILZIN  
2500 First Union Financial Center (33131-2336)  
P.O. Box 019109  
Miami, Florida 33101-9109  
Telephone 305-374-7580

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6 The mailing address and principal office for the Limited Partnership are:

101 Park Avenue  
New York, New York 10178.

7 The Limited Partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners at its principal office until the Limited Partnership's registration in Florida is cancelled or withdrawn.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed in the name and on behalf of the undersigned general partner of the Limited Partnership as of the 12 day of June, 1996.

*July*

VIA TORTUGA, INC., a Delaware corporation

By: *William H. Walton, III*  
William H. Walton, III, Co-Chairman  
of the Board

STATE OF NEW YORK )  
 ) SS:  
COUNTY OF NEW YORK )

On the 12 day of <sup>*July*</sup> June, 1996, before me personally came William H. Walton, III, to me known, who being by me duly sworn, did depose and say that he resides at \_\_\_\_\_; that he is a Co-Chairman of the Board of VIA TORTUGA, INC., a Delaware corporation, the corporation described in and which executed the above instrument; and that he signed his name thereto by order of the board of directors of said corporation.

Sign Name: *Jill Michele Pogoloff*  
Print Name: \_\_\_\_\_

My Commission Expires:

Notary Public, State of New York

Serial No., if any:

[NOTARIAL SEAL]

JILL MICHELE POGOLOFF  
Notary Public, State of New York  
No. 01PO5058058  
Qualified in New York County  
Commission Expires April 01, 1998

FAX AUDIT NO. 10380

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA                    )  
  ) SS:  
COUNTY OF DADE                    )

BEFORE ME, the undersigned authority, a notary public authorized to administer oaths and to take acknowledgements in and for the State and County aforesaid, personally appeared William H. Walton, III ("Affiant"), in his capacity as Co-Chairman of the Board of VIA TORTUGA, INC., a Delaware corporation (the "Corporation"), which is a general partner of VIA TORTUGA LIMITED PARTNERSHIP, a Delaware limited partnership (the "Limited Partnership"), who, after first being duly sworn on oath, deposes and says as follows on behalf of the Corporation:

1. Affiant is a Co-Chairman of the Board and duly authorized to act on behalf of the Corporation, which is the sole general partner of the Limited Partnership.

2. On the date hereof the limited partners of the Limited Partnership have actually contributed to the Limited Partnership an aggregate of \$1.00 of the total amount of \$4,200,000.00 in capital contributions anticipated to be contributed to the Limited Partnership by its limited partners, all of which shall be allocable to the State of Florida for the purpose of transacting business.

3. Affiant is familiar with the nature of an oath and with the penalties as provided by the laws of the State of Florida for falsely swearing to statements made in an instrument of this nature. Affiant has read and understands the contents of this Affidavit and the facts stated herein are true and correct to the best of Affiant's knowledge and belief.

FURTHER AFFIANT SAYS NAUGHT.

William H. Walton, III  
William H. Walton, III, as Co-Chairman  
of the Board of VIA TORTUGA, INC.

FAX AUDIT NO. H96-10380

STATE OF NEW YORK )  
 ) SS:  
COUNTY OF NEW YORK )

On the 12 day of June, 1996, before me personally came William H. Walton, III, to me known, who being by me duly sworn, did depose and say that he resides at \_\_\_\_\_; that he is a Co-Chairman of VIA TORTUGA, INC., a Delaware corporation, the corporation described in and which executed the above instrument; and that he signed his name thereto by order of the board of directors of said corporation.

Sign Name: [Signature]  
Print Name: \_\_\_\_\_

My Commission Expires:

Notary Public, State of New York

[NOTARIAL SEAL]

Serial No., if any: \_\_\_\_\_

JILL MICHELE POGOLOFF  
Notary Public, State of New York  
No. 01PO5058058  
Qualified in New York County  
Commission Expires April 01, 1998

Fax Audit No. H96-10380

ACCEPTANCE OF APPOINTMENT

The undersigned acknowledges and accepts its appointment as registered agent of  
Via Tortuga Limited Partnership and agrees to act in that capacity and to comply with the provisions of the Florida Limited Partnership Act relative to keeping open the registered office at the address specified above. The undersigned is familiar with, and accepts the obligations of Section 620, Florida Statutes.

Date: July 12, 1996

C T CORPORATION SYSTEM

By Tanya M. Villar

TANYA M. VILLAR  
SPECIAL ASSISTANT SECRETARY

Fax Audit No. H96-10380