

KIRKPATRICK & LOCKHART LLP

MIAMI CENTER - 20TH FLOOR
201 SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131-2109

TELEPHONE (305) 339-3300
FACSIMILE (305) 339-7093

JAN E. BLANCH
(305) 339-3364
BLANCHJE@KML.COM

B96000000436

Secretary of State of Florida
Corporations Division
409 East Gaines Street
Tallahassee, Florida 32301

Re: 5750 Associates, Limited Partnership

9000020074919--4
-11/14/96--01097--001
***1837.50 ***1837.50

Ladies and Gentlemen:

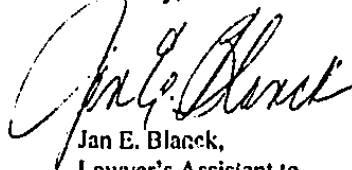
Enclosed for filing with your offices are an original and one copy of an Application by Foreign Limited Partnership for Qualification to Transact Business in Florida prepared on behalf of 5750 Associates, Limited Partnership, a Delaware limited partnership, together with a Certificate of Status from the State of Delaware. Also enclosed is the Limited Partnership's check in the amount of \$1,837.50 in payment of the following fees:

Maximum Filing Fee	\$ 1,750.00
Registered Agent Designation	35.00
Certified Copy	\$2.50
Total	\$ 1,837.50

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CLERK OF THE COURT
TALLAHASSEE, FLORIDA

Please return the certified copy of the filing to me. Thank you for your cooperation with this matter.

Sincerely,



Jan E. Blanch,
Lawyer's Assistant to
Laura A. Gangemi

Name	
Availability	
Document Examiner	DCC
Underwriter	DCC
Underwriter Verifier	CC
Acknowledgement	DCC
W. P. Verifier	DCC

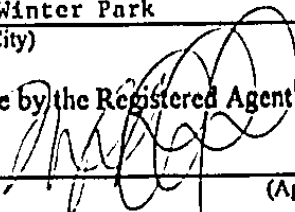
cc: Laura A. Gangemi, Esq.

B96000000436

TC
\$1,683,000.00

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

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

1. 5750 Associates, Limited Partnership
(Name of limited partnership as it is in the home state)
2. n/a
(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. 10-17-96
(State of Formation) (Date of Formation)
5. Frank L. Pohl
(Name of Registered Agent for Service of Process)
6. 280 West Canton Avenue, Suite 410
(Street Address of Registered Office)
Winter Park, Florida 32790
(City) (Zip Code)
7. Acceptance by the Registered Agent for Service of Process.

(Agent must sign on this line) Frank L. Pohl
8. The Corporation Trust Company, 1209 Orange Street, Wilmington, DE 19801
(Address of registered office required in state of formation or, if not required, address of principal office.)
9. NAMES OF GENERAL PARTNERS STREET ADDRESS
- | | |
|---------------------------------------|---|
| <u>5750 Associates General, Inc.,</u> | <u>c/o Lawrence Feldman</u> |
| <u>a Florida corporation</u> | <u>120 W. 54 Street, 24th Floor, Suite 120</u>
<u>New York, NY 10036</u> |
10. 120 W. 54 Street, 24th Floor, Suite 120, New York, NY 10036
(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. 120 West 54th Street, 24th Floor, Suite 120
New York, New York 10036
(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 6th, November, 19 96.

5750 Associates General Inc., General Partner

by:

Lawrence Feldman, President
General Partner

STATE OF New York

COUNTY OF MANHATTAN

On this 04th day of NOVEMBER, 19 96, LAWRENCE FELDMAN

personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____

Anthony J. DiLeonardo
(Notary Public Signature)

ANTHONY J. DILEONARDO
(Notary's Printed Name)

Seal

My Commission Expires: July 31, 1997

ANTHONY J. DILEONARDO
NOTARY PUBLIC, State of New York
No. 30-4844920
Qualified in Nassau County
Term Expires July 31, 1997

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

BEFORE ME the undersigned personally appeared Lawrence Feldman, President of 5750 Associates General, Inc., a Florida corporation,
a general partner of 5750 Associates, Limited Partnership a (an) Delaware limited partnership,
hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 1,683,000.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 1,683,000.

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 6th day of September, 19 96.

5750 Associates General, Inc., a Florida corporation

by:

General Partner Lawrence Feldman, President

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STATE OF NEW YORK

COUNTY OF MANHATTAN

On this 4th day of November, 19 96, LAWRENCE FELDMAN

personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____

Anthony J. DiLeonardo
(Notary Public Signature)

Anthony J. DiLeonardo
(Notary's Printed Name)

Seal

My Commission Expires: July 31, 1997

ANTHONY J. DILEONARDO
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