



THE UNITED STATES
CORPORATION
COMPANY

B9700000 0593

ACCOUNT NO. : 072100000032

REFERENCE : 580538 163137A

AUTHORIZATION : *Patricia Pizot*

COST LIMIT : \$ 120.27

FILED
97 OCT 29 PM 2:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : October 28, 1997

ORDER TIME : 11:22 AM

ORDER NO. : 580538-005

CUSTOMER NO: 163137A

CUSTOMER: Asst Vice Pres Rhonda Matty
Credit Suisse First Boston
11 Madison Avenue

New York, NY 10010-3629

File
End

FOREIGN FILINGS

000002333050--9

NAME: FLATROCK PARTNERS, L.P.

XXXX QUALIFICATION (TYPE: LP)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

h/c
10/29/97
RECEIVED
97 OCT 29 PM 1:57
DIVISION OF CORPORATE AFFAIRS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 29, 1997

DANIEL LEGGETT
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: FLATROCK PARTNERS, L.P.
Ref. Number: W97000024657

97 OCT 29 PM 2:49
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

We have received your document for FLATROCK PARTNERS, L.P. and the authorization to debit your account in the amount of \$120.27. However, the document has not been filed and is being returned for the following:

Before this partnership can be filed, the corporate general partner -- PTG FLATROCK, INC. -- must complete its qualification in Florida.,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 897A00052586

Florida Department of State, Jim Smith, Secretary of State

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

FILED
97 OCT 29 PM 2:49
SECRETARY OF STATE
TALLAHASSEE FLORIDA

1. Flatrock Partners, L.P.

(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

(State of Formation)

4. October 21, 1997

(Date of Formation)

5. Corporation Service Company

(Name of Registered Agent for Service of Process)

6. 1201 Hays Street

(Street Address of Registered Office)

Tallahassee

(City)

, Florida 32301

(Zip Code)

7. Acceptance by the Registered Agent for Service of Process.

Karen B. Rozar. As Its Agent

(Agent must sign on this line)

8. 1013 Centre Rd., Wilmington, DE 19805

(Address of Registered Office required in State of Formation or, if not required, Address of Principal Office.)

9. NAME OF GENERAL PARTNERS

PTG Flatrock, Inc.

SPECIFIC ADDRESS

11 Madison Avenue
New York, NY 10010

F97000005793

10. 11 Madison Avenue, New York, NY 10010

(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. 11 Madison Avenue, New York, NY 10010

(Mailing Address of Limited Partnership)

FILED
97 OCT 29 PM 2:49
SECRETARY OF STATE
TALLAHASSEE FLORIDA

This 27 day of October, 19 97.

Rhonda G. Matty
General Partner

Rhonda G. Matty, Assistant Secretary of General Partner

STATE OF New York

COUNTY OF New York

THE FOREGOING instrument was acknowledged and sworn to before me this 27 day of October, 19 97, by Rhonda G. Matty, Assistant Secretary of PTG Flatrock, Inc. (Name of General Partner) of Flatrock Partners, L.P.

(Name of Limited Partnership), A Delaware (State or Country) Limited Partnership, on behalf of the Limited Partnership.

Mary Ann Lipotica
Notary Public

State of NY at Large

My Commission Expires:

8/9/99

(SEAL)

MARYANN LIPOTICA
Notary Public, State of New York
No. 0115016151
Qualified in Queens County
Commission Expires 8/9/99

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Rhonda G. Matty, Assistant
secretary of the general partner of Flatrock Partners, L.P., 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 \$ 49,500.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 12,181.

This 27 day of October, 1997.

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.

Rhonda G. Matty
General Partner
Rhonda G. Matty, Assistant Secretary of General Partner

STATE OF New York
COUNTY OF New York
DATE _____

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 Rhonda G. Matty (General Partner, known to me and know 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 WHITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 27 day of October, 1997.

Mary Ann Lipotica
Notary Public

Seal

State of Ny at Large
My Commission Expires: 8/9/99

MARYANN LIPOTICA
Notary Public, State of New York
No. 0115016151
Qualified in Queens County
Commission Expires 8/9/99