



THE UNITED STATES
CORPORATION
COMPANY

B97000000620

ACCOUNT NO. : 072100000032

REFERENCE : 602837 4718168

AUTHORIZATION :

COST LIMIT : \$ 87.50

ORDER DATE : November 17, 1997

ORDER TIME : 9:59 AM

ORDER NO. : 602837-010

CUSTOMER NO: 4718168

CUSTOMER: Ms. Mary T. Brown
Berwind Corporation--legal
3000 Centre Sq West
1500 Market St
Philadelphia, PA 19102

FILED
97 NOV 18 PM 1:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FOREIGN FILINGS

NAME: PORTFOLIO, INVESTORS, L.P.

RECEIVED
97 NOV 18 AM 11:53
DIVISION OF CORPORATION

XXXX QUALIFICATION (TYPE: LP)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

500002350695--4

CONTACT PERSON: Christopher Smith

BK

11/18/97

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

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

FILED
NOV 18 PM 1:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA

1. Portfolio, Investors, L.P.
(Name of limited partnership as it is in the home state)
2. Portfolio Investors, Limited Partnership
(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.") 7
3. New Jersey
(State of Formation)
4. October 16, 1997
(Date of Formation)
5. Corporate Service Company
(Name of Registered Agent for Service of Process)
6. 1201 Hays Street
(Street Address of Registered Office)
Tallahassee, Florida 32301
(City) (Zip Code)
7. Acceptance by the Registered Agent for Service of Process.
By: Carol K. Dale
(Agent must sign on this line)
8. 50 West State Street, Trenton, NJ 08608
(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>Bergen of FLA-NJ, Inc.</u>	<u>GSB Building, Suite 401</u>
<u>597000046090</u>	<u>One Belmont Ave.</u>
	<u>Bala Cynwyd, PA 19004</u>
10. GSB Building, Suite 401, One Belmont Ave., Bala Cynwyd, PA 19004
(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of the limited partner or limited partners until the limited partnership's registration in Florida is cancelled or withdrawn.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. GSB Building, Suite 401, One Belmont Ave., Bala Cynwyd, PA 19004

(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 14th, November, 19 97

Bergen of FLA-NJ, Inc., General Partner

By: *[Signature]*

General Partner

Commonwealth

STATE OF PA

COUNTY OF Philadelphia

On this 14th day of November, 19 97

Loretta M. Kelly

personally appeared before me,



who is personally known to me



whose identity I proved on the bases of _____

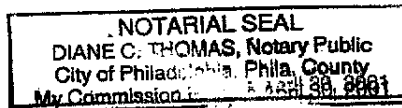
[Signature]

(Notary Public Signature)

(Notary Public Signature)

Seal

My Commission expires: 4/30/2001



FILED
97 NOV 18 PM 1:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

BEFORE ME the undersigned personally _____
a general partner of Portfolio Investors L.P. (an) New Jersey *Limited partnership*
hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 1,000.
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.

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 14th day of November, 1997

Bergen of FLA-NJ, Inc., General Partner

By: _____

General Partner

LORETTA M. KELLY
VICE PRESIDENT

Commonwealth -

-STATE OF PA

COUNTY OF Pennsylvania

On this 14th day of November, 1997, Loretta M. Kelly

personally appeared before me,



who is personally known to me



whose identity I proved on the bases of _____

Diane C. Thomas

(Notary Public Signature)

(Notary Public Signature)

NOTARIAL SEAL
DIANE C. THOMAS, Notary Public
City of Philadelphia, Phila. County
My Commission Expires April 30, 2001

Seal

My Commission Expires: 4/30/2001

FILED
97 NOV 18 PM 1:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA