



**THE UNITED STATES
CORPORATION
COMPANY**

B97000000624

ACCOUNT NO. : 072100000032

REFERENCE : 600425 4300043

AUTHORIZATION : *Patricia Pzyut*

COST LIMIT : \$ 159.25

FILED
97 NOV 18 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : November 13, 1997

ORDER TIME : 10:13 AM

ORDER NO. : 600425-010

CUSTOMER NO: 4300043

CUSTOMER: Mr. Andrew S. Borrok
Proskauer Rose LLP
1585 Broadway
19th Floor
New York, NY 10036-8299

811020000008

FOREIGN FILINGS

NAME: BATTIN II LIMITED PARTNERSHIP

~~ELLE THIRD~~

XXXX QUALIFICATION (TYPE: LP)

RECEIVED
97 NOV 18 AM 11:52
DIVISION OF CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- _____ CERTIFIED COPY
- XX _____ PLAIN STAMPED COPY
- _____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

PK

11/18/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 18, 1997

DEBORAH SCHRODER
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: BATTIN II LIMITED PARTNERSHIP
Ref. Number: W97000026070

We have received your document for BATTIN II LIMITED PARTNERSHIP and the authorization to debit your account in the amount of \$159.25. However, the document has not been filed and is being returned for the following:

Before this partnership can be filed, the corporate general partner -- BATTIN CORP. -- 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: 997A00055303

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

RESUBMIT
Please give original
submission date as file date.

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

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

FILED 97 NOV 18 AM 10:59 SECRETARY OF STATE TALLAHASSEE FLORIDA

1. Battin II 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 (State of Formation) 4. March 11, 1991 (Date of Formation)

5. The Prentice-Hall Corporation System, Inc. (Name of Registered Agent for Service of Process)

6. 1201 Hays Street, Suite 105 (Street Address of Registered Office)

Tallahassee, Florida 32301 (City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process. The Prentice-Hall Corporation System, Inc. By: Vicki Schreiber, Asst. V.P. (Agent must sign on this line)

8. c/o Newkirk Management Co., L.P. 500 West Putnam Avenue Greenwich, CT 06830 (Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS STREET ADDRESS Battin Corp. c/o Newkirk Management Co., L.P. 500 West Putnam Avenue Greenwich, CT 06830 F9700006107

10. c/o Newkirk Management Co., L.P. 500 West Putnam Avenue Greenwich, CT 06830 (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. c/o Newkirk Management Co., L.P. 500 West Putnam Avenue Greenwich, CT 06830

(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.

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TALLAHASSEE FLORIDA
SECRETARY OF STATE

This day of 10TH, NOVEMBER, 1997

Battin Corp.
By: [Signature]
Jay Zises General Partner

STATE OF NEW YORK

COUNTY OF NEW YORK

On this 10th day of November, 19 97, Jay Zises

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

[Signature]
(Notary Public Signature)
MICHAEL MARTINEZ
(Notary's Printed Name)

Seal

My Commission Expires: OCT. 15, 1999

MICHAEL MARTINEZ
Notary Public, State of New York
No. 01MA4987374
Qualified in Queens County
Commission Expires Oct. 15, 1999

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Jay Zises, The President of Battin Corp.
a general partner of Battin II Limited Partnership, a (Del) Delaware limited partnership,
hereinafter referred to as the "Partnership", who certifies as follows:

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

1. The amount of capital contributions of the limited partners is \$ 533,000.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 17,750.

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 16TH day of November, 19 97.

Battin Corp.
By: [Signature]
Jay Zises, President
General Partner

STATE OF NEW YORK

COUNTY OF NEW YORK

On this 10th day of November, 19 97, Jay Zises

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

MICHAEL MARTINEZ
Notary Public, State of New York
No. 01MA4987374
Qualified in Queens County
Commission Expires Oct. 15, 1999

[Signature]
(Notary Public Signature)
MICHAEL MARTINEZ
(Notary's Printed Name)

Seal

My Commission Expires: OCT. 15, 1999