



B97000000640

ACCOUNT NO. : 072100000032

REFERENCE : 613696 4718168

AUTHORIZATION :

Patricia Pujant

COST LIMIT : \$ 87.50

FILED
97 NOV 26 PM 11:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : November 25, 1997

ORDER TIME : 9:46 AM

ORDER NO. : 613696-005

CUSTOMER NO: 4718168

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

800002957638-4

FOREIGN FILINGS

NAME: PORTFOLIO INVESTORS II, L.P.

RECEIVED
97 NOV 26 AM 10:35
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

XXXX QUALIFICATION (TYPE: LP)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Christopher Smith

BP BK
11/26/97

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

FILED NOV 26 PM 1:13 SECRETARY OF STATE TALLAHASSEE FLORIDA

- 1. Portfolio Investors II, L.P. (Name of limited partnership as it is in the home state)
2. Portfolio Investors II, 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.")
3. Pennsylvania (State of Formation)
4. Nov 20, 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.)

Table with 2 columns: NAMES OF GENERAL PARTNERS, STREET ADDRESS. Row 1: Bergen of FLA-NJ, Inc., GSB Building, Suite 401, One Belmont Ave., Bala Cynwyd, PA 19004. Includes handwritten ID: F97000006090

- 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of the limited partner or limited partners until the limited partnership's registration in Florida is cancelled or withdrawn.

12. GSB Building, Suite 401, One Belmont Ave., Bala Cynwyd, PA 19004

(Mailing Address of Limited Partnership)

FILED
97 NOV 26 PM 1:13
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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 20th, November, 1997

Bergen of FLA-NJ, Inc.; General Partner

By:

Barry Howard General Partner
Chairman of the Board

COMMONWEALTH
STATE OF PENNSYLVANIA

COUNTY OF PHILADELPHIA

On this 20th day of November, 1997, Barry Howard

personally appeared before me,

who is personally known to me

whose identity I proved on the bases of _____

Jeanne F. Maxwell

(Notary Public Signature)
NOTARIAL SEAL
JEANNE F. MAXWELL, Notary Public
City of Philadelphia, Phila. County
My Commission Expires April 23, 2001
(Notary Public Signature)

Seal

My Commission expires: _____

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally _____
a general partner of Portfolio Investors II, L.P. (an) Pennsylvania 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.

FILED
97 NOV 20 PM 1:13
SECRETARY OF STATE
TALLAHASSEE FLORIDA

This 20th day of November, 19 97

Bergen of FLA-NJ, Inc., General Partner

By: _____

Barry Howard
General Partner
Chairman of the Board

COMMONWEALTH
STATE OF PENNSYLVANIA
COUNTY OF PHILADELPHIA

On this 20th day of November, 19 97, Barry Howard

personally appeared before me, who is personally known to me

whose identity I proved on the bases of _____

Jeanne F. Maxwell
(Notary Public Signature)

(Notary Public Signature)
NOTARIAL SEAL
JEANNE F. MAXWELL, Notary Public
City of Philadelphia, Phila. County
My Commission Expires April 28, 2001

Seal

My Commission Expires: _____