3970000000640

ACCOUNT NO. :

072100000032

REFERENCE

613696

4718168

AUTHORIZATION

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

800002357638- -4

NAME:

PORTFOLIO INVESTORS II, L.P.

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

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

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

| Portfolio Investors II, L.P. | |
|--|--|
| (Name of limited partnership as it is | in the home state) |
| Portfolio Investors II, Limited Partner | in the home state) |
| (If name is unavailable, name under which the limited partne Florida; must contain the word "L | rship proposes to register or transact business in |
| Pennsylvania | 4 (しょう) 20, 1997 |
| (State of Formation) | (Date of Formation) |
| Corporate Service Company | en en la companya de |
| (Name of Registered Agent for | Service of Process) |
| 1201 Hays Street | |
| (Street Address of Regis | stered Office) |
| Tallahassee | Florida 32301 |
| (City) | (Zip Code) |
| Acceptance by the Registered Agent for Service of | of Process. |
| | |
| By: Cevol K Dole - | |
| (Agent must sign or | this line) |
| -50 West State Street, Trenton, NJ 0860 | 8 |
| (Address of registered office required in state of formation | or, if not required, address of principal office.) |
| | |
| NAMES OF GENERAL PARTNERS | STREET ADDRESS |
| | |
| Bergen of FLA-NJ, Inc. | GSB Building, Suite 401 |
| | |
| F97000006090 | Bala Cynwyd, PA 19004 |
| A STATE OF THE STA | |
| | The state of the s |
| and the second s | |
| | · |
| | |
| GSB Building, Suite 401, One Belmont Av | e., Baľa Cynwyd, PA 19004 |
| (Office where Names, Addresses and contribu | |

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of the limited partner or limited partners until the limited partnership's registration in Florida is cancelled or withdrawn.

| 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 19 97 Rergen of FLA-NI Inc. General Partner By: Barry Howard General Partner Chairmen of the Board On this 20th day of November ,19 97 Barry House personally appeared before me, who is personally known to me whose identity I proved on the bases of Whose identity I proved on the bases of Seal My Commission expires: | 12. GSB Building, Suite | 401, One Belmont Ave | ., Bala Cynwy | d. PA 19004 | <u> </u> |
|--|--|---------------------------------|------------------------|-----------------------|--|
| 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 19 97 Bergen of FLA-NI_Inc. General Partner Chairmen of the Board COUNTY OF PHILADELPHIA On this 20th day of November , 19 97 Barry Hound on the bases of whose identity I proved on the bases of Whose identity I proved on the bases of Seance of Philadelphia, Phila County (Notary Public Signature) Spanner of Manual Seal Seal Seance of Philadelphia, Phila County (Notary Public Signature) Notarial Seal Seal Seance of Philadelphia, Phila County (Notary Public Signature) Notarial Seal Seal Seance of Philadelphia, Phila County (Notary Public Signature) Notarial Seal Seal Seance of Philadelphia, Phila County (Notary Public Signature) Notarial Seal Seal Seance of Philadelphia, Phila County (Notary Public Signature) Notarial Seal Seal Seance of Philadelphia, Phila County (Notary Public Signature) | | | | 25x 16 | A STATE OF THE STA |
| This day of 20th , November 19 97 Bergen of FLA-NI_Inc. General Partner By: Barry Howard General Partner Chairmen of the Board COUNTY OF PHILADELPHIA On this 20th day of November , 19 97 Barry Howard General Partner personally appeared before me, who is personally known to me whose identity I proved on the bases of Whose identity I proved on the bases of American Partner Name Public Signante Jeanner Howard General Partner Chairmen of the Board Whose identity I proved on the bases of Name Public Signante | | (Mailing Address of Limited Par | rtnership) | 1200 6 | |
| This day of | Under penalties of perjury I, be | eing duly sworn, declare t | hat I have read | the foregoing and | 9cnow) |
| This day of 20th , November 19 97 Rergen of FLA-NJ Inc., General Partner By: Bacry Howard General Partner Chairmen of the Board COUNTY OF PHILADELPHIA On this 20th day of November ,19 97 Personally appeared before me, who is personally known to me whose identity I proved on the bases of Whose identity I proved on the bases of COUNTY OF PHILADELPHIA On this 20th day of November ,19 97 Whose identity I proved on the bases of | me contents mereor and mat the | ; facts stated herein are th | ne and correct. | 7) O) | |
| Bergen of FLA-NJ. Inc.: General Partner By: Barry Howard General Farmer Chairmen of the Board 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 Whose identity I proved on the bases of JEANNE J. Machaell Notarial Seal Jeanne J. Machaell Notarial Seal Louis of Philadelphia, Phila County (Notary Fullic Separation) (Notary Fullic Separation) | | | • | `Op/ | |
| Barry Howard General Panner Chairman of the Board COUNTY OF PHILADELPHIA On this 20th day of November ,1997 Barray Cusand- personally appeared before me, who is personally known to me whose identity I proved on the bases of Whose identity I proved on the bases of Jeanne J. Majdwell Notary Public States and County (Notary Public States and County Public County Public County (Notary Public States and County Public | This day of 20th | , November | | 19 97 | • - |
| Barry Howard General Parmer Chairmen of the Board 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 Whose identity I proved on the bases of JEANNE F MANWELL Notary Public City of Philadelphia, Phila County WCommission Emissions (Notary Public City of Philadelphia, Phila County (Notary Public Signature) | | Bergen of FLA-NJ. | <u>nc.,</u> General | Partner | |
| Barry Howard General Parmer Chairmen of the Board 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 Whose identity I proved on the bases of JEANNE F MANWELL Notary Public City of Philadelphia, Phila County WCommission Emissions (Notary Public City of Philadelphia, Phila County (Notary Public Signature) | | By: | | | |
| COMMONWEALTH STATE OF PENNSYLVANIA COUNTY OF PHILADELPHIA On this 20th day of November ,19 97 Barriay Touring- personally appeared before me, who is personally known to me whose identity I proved on the bases of Whose identity I proved on the bases of JEANNET F MAXWELL, Notary Public City of Philadelphia, Phila County Maxwell, Notary Public City of Philadelphia, Philadelp | | Barry How | and General Parties | | |
| COUNTY OF PHILADELPHIA On this 20th day of November ,19 97 Sqrtay Swood- personally appeared before me, | COMMONWEALTH | Chairman of th | e Board | | - |
| On this20th_ day of | STATE OF PENNSYLVANIA | | | | |
| personally appeared before me, who is personally known to me whose identity I proved on the bases of Whose identity I proved on the bases of Normal J. Madwell Normal SEAL JEANNE F MAXWELL, Notary Public City of Philadelphia, Phila. County Wy Commission Fundamental County (Notary Public Signature) (Notary Public Signature) | COUNTY OF PHILADELPHI | A E | | | |
| personally appeared before me, who is personally known to me whose identity I proved on the bases of Whose identity I proved on the bases of Normal J. Madwell Normal SEAL JEANNE F MAXWELL, Notary Public City of Philadelphia, Phila. County Wy Commission Fundamental County (Notary Public Signature) (Notary Public Signature) | On this 20th day of N | lovember | . io 97 · · | Rarreyto | ward- |
| whose identity I proved on the bases of Jame Madwell | | | | | |
| (Notary Public Signature) NOTARIAL SEAL JEANNE F MAXWELL, Notary Public City of Philadelphia, Phila. County My Commission France Agrical 2001 (Notary Public Signature) | personany appeared before me | who is per | sonany known i | o me | |
| (Notary Public Signature) NOTARIAL SEAL JEANNE F MAXWELL, Notary Public City of Philadelphia, Phila. County My Commission From Services April 23 2001 (Notary Public Signature) | | whose ider | ntity I proved or | the bases of | |
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| City of Philadelphia, Phila. County My Commission France 3001 (Notary Public Signature 3001 | | | · NOT | ADIAL OF H | |
| | . • | • | City of Philar | AXWELL, Notary Public | 2 H. |
| Seal My Commission expires: | - , | | (Notar | Public Signatule 3001 | <u> </u> |
| Seal My Commission expires: | | • | - | | |
| | Seal | Му | Commission ex | pires: | |

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN 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 purposes of transacting business in Florida is \$ 1,000 Under the penalties of perjury I, being duly sworn, declare that I have read the foregains and sonow the contents thereof and that the facts stated herein are true and correct. This 20th day of November 19 97 Bergen of FLA-NJ, Inc., General Partner By: Barry November 19 97 Chairman of the Board COUNTY OF PHILADELPHIA On this 20th day of November 19 97, Dany factor personally appeared before me, who is personally known to me whose identity I proved on the bases of Octary Public Signature) Notary Public Signature Notary Public Signature Signature Signature On the Signature Signa | a general partner of Portfol | io Investors : | II. P Penns | ylvania | Limited partnershi |
|--|---------------------------------------|--------------------|--------------------|--------------------|--|
| 2. The anticipated amount of the capital contributions of the limited partners that are allocated for 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 antonow the contents thereof and that the facts stated herein are true and correct. This 20th day of November ,19 97 Bergen of FLA-NJ, Inc., General Partner By: COUNTY OF PENNSYLVANIA Chairman of the Board COUNTY OF PHILADELPHIA On this 20th day of November , 19 97 , Barry Howard personally appeared before me, X who is personally known to me whose identity I proved on the bases of | • • | | | nws: | |
| 2. The anticipated amount of the capital contributions of the limited partners that are allocated for 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 antonow the contents thereof and that the facts stated herein are true and correct. This 20th day of November ,19 97 Bergen of FLA-NJ, Inc., General Partner By: COUNTY OF PENNSYLVANIA Chairman of the Board COUNTY OF PHILADELPHIA On this 20th day of November , 19 97 , Barry Howard personally appeared before me, X who is personally known to me whose identity I proved on the bases of | 4 000 | | ** ** * | f 1 000 | |
| Difference of transacting business in Florida is \$ 1,000 Under the penalties of perjury I, being duly sworn, declare that I have read the foregoing antomore the contents thereof and that the facts stated herein are true and correct. This 20th day of November 19 97 Bergen of FLA-NJ, Inc., General Partner By: Barry Novaca Panuar Country of Pennsylvania Chairman of the Board COUNTY OF PHILADELPHIA On this 20th day of November 1997, Darry Hobic Signature) who is personally known to me whose identity I proved on the bases of Notary Public Signature) Notary Public Signature | • | | - | | • |
| Under the penalties of perjury I, being duly sworn, declare that I have read the foregoing and strow the contents thereof and that the facts stated herein are true and correct. This 20th day of November 1997 Bergen of FLA-NJ, Inc., General Partner By: Barry Howard Partner Chairman of the Board COUNTY OF PHILADELPHIA On this 20th day of November 1997, Darry Tubic Signature) who is personally known to me whose identity I proved on the bases of (Notary Public Signature) (Notary Public Signature) I JEANNE F MAXWELL Notary Public City of Fhiladophia, Frida County My Scattling and Strong Public Signature) (Notary Public Signature) | | | | ited partners | that are allocated for the |
| This 20th day of November 1997 Bergen of FLA-NJ, Inc., General Partner By: Barry Howard Chairman of the Board COUNTY OF PHILADELPHIA On this 20th day of November 1997, Barry Howard Chairman of the Board Who is personally known to me whose identity I proved on the bases of Motary Public Signature) Oncary Public Signature (Chy of Phance Language) Oncary Public Signature) Oncary Public Signature (Chy of Phance Language) Oncary Public Signature) Oncary Public Signature (Chy of Phance Language) | purposes of transacting busin | icss in Profita is | 1,000 | • | |
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| Bergen of FLA-NJ, Inc., General Partner By: General Partner | the contents thereof and that | me jucis simeu | nerem we true ana | correct. | SERGE T |
| Bergen of FLA-NJ, Inc., General Partner By: General Partner | • | - | ٠. | | |
| Barry Howard 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 (Notary Public Signature) NOTARIAL SEAL JEANNE F MAXWELL MAJORY Public City of Philadophia, Phila County My Centinission Excline April 28, 1891 | This 20th day of _ | November | | <u>9</u> 97 | 20 Cm |
| MONWEALTH STAKE OF PENNSYLVANIA Chairman of the Board COUNTY OF PHILADELPHIA On this 20th day of November , 1997 , Board towns personally appeared before me, who is personally known to me whose identity I proved on the bases of (Notary Public Signature) NOTARIAL SEAL JEANNE F MAXWELL, Natary Public City of PMAXWELL, Natary Public City of PMAXWELL Natary Public C | · · · · · · · · · · · · · · · · · · · | Bergen of | FLA-NJ, Inc., G | eneral Part | ner |
| MONWEALTH STAKE OF PENNSYLVANIA Chairman of the Board COUNTY OF PHILADELPHIA On this 20th day of November , 1997 , Board towns personally appeared before me, who is personally known to me whose identity I proved on the bases of (Notary Public Signature) (Notary Public Signature) NOTARIAL SEAL JEANNE F MAXWELL, Matary Public City of Philadelphia, Phila County My Certification Exaltes April 28, 8991 | | | | # + ** | gg one w |
| COUNTY OF PHILADELPHIA On this 20th day of November , 1997 , Barry day of personally appeared before me, who is personally known to me whose identity I proved on the bases of (Notary Public Signature) NOTARIAL SEAL JEANNE F Mila County My Scattinissian Excitors April 28, 8091 | | By: | | E | |
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| NOTARIAL SEAL JEANNE F MAXWELL, Notary Public City of Philadelphia, Phila. County My Commission Expires April 23, 2001 | | | . 0 | nomy runne of | |
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