

B97000000698



ACCOUNT NO. : 072100000032

REFERENCE : 641213 4300090

AUTHORIZATION *Patricia P...*

COST LIMIT : \$ 87.50

ORDER DATE : December 18, 1997

ORDER TIME : 10:09 AM

900002378749--3

ORDER NO. : 641213-010

CUSTOMER NO: 4300090

CUSTOMER: Ann Schram, Legal Asst
Baer, Marks & Upham
805 Third Avenue, 19th Floor

CM

New York, NY 10022

FOREIGN FILINGS

NAME: PROTEUS ZAMIAS, 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: Daniel W Leggett

RECEIVED
97 DEC 22 AM 10:53
DIVISION OF CORPORATION

FILED
97 DEC 22 PM 1:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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

1. Proteus Zamas, L.P. (Name of limited partnership as it is in the home state)

2. D/B/A Proteus Zamas, L.P. (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. November 6, 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, Florida 32301 (City) (Zip Code)

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

By: Vicki Schreiber Asst. V.P. (Agent must sign on this line)

8. (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: Damian G. Zamas, 300 Market Street, Johnstown, PA 15901

Empty lines for additional general partners information.

10. 300 Market Street, Johnstown, PA 15901 (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of the limited partner or limited partners until the limited partnership's registration in Florida is cancelled or withdrawn.

FILED 97 DEC 22 PM 1:27 SECRETARY OF STATE TALLAHASSEE, FLORIDA

12. Proteus Zamias, L.P.
300 Market Street, Johnstown, PA 15901
(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 16th of December, 19 97


General Partner

STATE OF New York

COUNTY OF New York

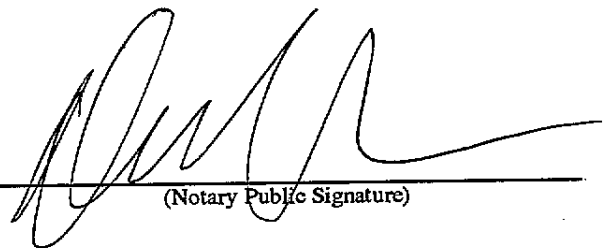
On this 16th day of December, 1997, Damian Zamias

personally appeared before me,

who is personally known to me

whose identity I proved on the bases of

FILED
97 DEC 22 PM 1:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


(Notary Public Signature)

DONALD C. SIMON
NOTARY (Notary Public Signature)
No. 60-3751580
Qualified in Westchester County
Term Expires November 30, 1997

Seal

My Commission expires: _____

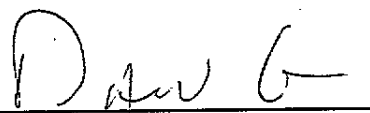
AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally Damian G. Zamias
a general partner of Proteus Zamias, L.P., a ~~(in)~~ Pennsylvania *Limited partnership*
hereinafter referred to as the "Partnership", who certifies as follows:

- 1. The amount of capital contributions of the limited partners is \$ 99.00.
- 2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 1.00.

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 December, 19 97.



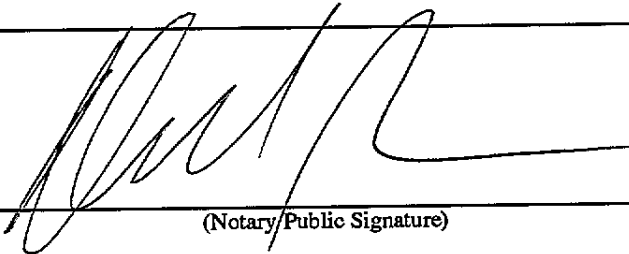
Damian G. Zamias, General Partner

FILED
97 DEC 22 PM 1:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF New York
COUNTY OF New York

On this 16th day of December, 19 97, Damian G. Zamias
personally appeared before me, who is personally known to me

whose identity I proved on the bases of _____



(Notary Public Signature)

DONALD S. CAUSER
NOTARY PUBLIC (Notary Public Signature)
No. 60-3751580
Qualified in Westchester County
Term Expires November 30, 1998

Seal

My Commission Expires: _____