



B98000000105

ACCOUNT NO. : 072100000032

REFERENCE : 679414 4349972

AUTHORIZATION :

COST LIMIT : \$ ~~70.00~~ 87.50

Patricia Piggott

ORDER DATE : January 23, 1998

ORDER TIME : 12:12 PM

ORDER NO. : 679414-010

CUSTOMER NO: 4349972

CUSTOMER: Ms. Rose Rodriguez
Diversified Financial
200 West Madison Street
Suite 3800
Chicago, IL 606063414

FILED
98 FEB 16 PM 4:30
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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA
9000002431469--3

FOREIGN FILINGS

NAME: PENGUIN GROUP, L.P.

XXXX QUALIFICATION (TYPE: LP)

B98-105

Name	<i>[Signature]</i>
Availability	<i>[Signature]</i>
Document Examiner	<i>[Signature]</i>
Updater	<i>[Signature]</i>
Updater Verifier	<i>[Signature]</i>
Acknowledgement	<i>[Signature]</i>
W. P. Verifier	<i>[Signature]</i>

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 16, 1998

ANDREW CUMPER
CSC

SUBJECT: PENGUIN GROUP, L.P.
Ref. Number: W98000003407

RECEIVED
98 FEB 16 PM 4:30
98 FEB 17 AM 10:00
SECRETARY OF STATE
DIVISION OF CORPORATIONS

We have received your document for PENGUIN GROUP, L.P. and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability partnership must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

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) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 198A00008792

~~General~~ Partner
Qualified yesterday

RESUBMIT

Please give original
submission date as file date

Florida Department of State, Jim Smith, Secretary of State

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

1. Penguin Group, L.P.
(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. Illinois 4. 1/1/86
(State of Formation) (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: _____

(Agent must sign on this line)

8. 200 West Madison Street, Suite 3800, Chicago, Illinois 60606
(Address of Registered Office required in State of Formation or, if not required, Address of Principal Office.)

9. NAME OF GENERAL PARTNERS

SPECIFIC ADDRESS

PDA Corp.

F98-913

200 West Madison Street
Suite 3800
Chicago, Illinois 60606

10. 200 West Madison Street, Suite 3800, Chicago, Illinois 60606
(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. 200 West Madison Street, Suite 3800, Chicago, Illinois 60606
(Mailing Address of Limited Partnership)

This 20th day of JANUARY, 19 98.

[Signature]
General Partner

STATE OF ILLINOIS

COUNTY OF COOK

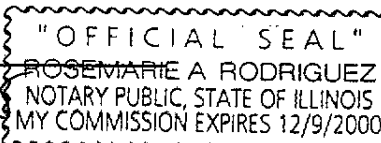
THE FOREGOING instrument was acknowledged and sworn to before me this 20th day of January, 19 98, by PDA Corp. (Name of General Partner) of

Penguin Group, L.P.

(Name of Limited Partnership), AN Illinois (State or Country) Limited Partnership, on behalf of the Limited Partnership.

Rosemarie A. Rodriguez
Notary Public

State of Illinois at Large



(SEAL)

My Commission Expires:

12/9/2000

FILED
98 FEB 10 PM 4:30
SEAL OF STATE
ILLINOIS

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Glen Miller, VP of PDA Corp., a
general partner of Penguin Group, L.P., a (an)
Illinois, limited partnership, hereinafter referred to as the "Partnership", who
certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 4,102,000.
2. The anticipated amount of the capital contributions of the limited partners that are allo-
cated for the purposes of transacting business in Florida is \$ 0.

This 20th day of JANUARY, 1998.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury I declare that I have read the foregoing and that the facts are true,
to the best of my knowledge and belief.

Glen Miller, Vice President
General Partner
PDA Corp.

STATE OF Illinois
COUNTY OF Cook
DATE _____

FILED
98 FEB 13 PM 4:30
SECRET
STATE
CLERK

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to
take acknowledgments in and for the State and County set forth above, personally appeared
Glen Miller, VP of PDA Corp. (General Partner, known to me and know by me to
be the person who executed the foregoing Affidavit of Capital Contributions, and he ack-
nowledged to me and before me that he executed this Affidavit as General Partner of said
partnership.

IN WHITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the
State and County aforesaid, this 20th day of January,
19 98.

Seal

Rosemarie A. Rodriguez
Notary Public
"OFFICIAL SEAL"
ROSEMARIE A. RODRIGUEZ
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 12/10/2000

State of Illinois at Large

My Commission Expires:

12/9/2000