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**BOARD CERTIFIED IN TAX LAW

March 17, 1998

FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

200002460922--2
-04/01/98--01058--023
*****35.00 *****35.00

Re: R.E.S. Partners, L.P.

200002460922--2
-03/18/98--01078--003
***1750.00 ***1750.00

Gentlemen:

Enclosed please find the following:

1. Application By Foreign Limited Partnership For Authorization To Transact Business In Florida.
2. This firms check payable to the Secretary of State in the amount of \$1,750.00

I would appreciate if, pursuant to Fla.Stat., 620.172, you could return to me a copy of the application endorsed with the word "filed", in the pre-addressed stamped envelope enclosed.

If you have any questions please do not hesitate to contact me.

Sincerely,

Tim Haines
For the Firm

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 17 PM 12:28

W98-6048

Name Availability	
Document Examiner	Doc
Updater	Doc
W. P. Verifier	Doc

Name Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgement	
W. P. Verifier	

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(Copy for In)



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 18, 1998

TIM HAINES
SIMMONS, HART & SHEEHE
P.O. BOX 3310
OCALA, FL 34478-3310

SUBJECT: R.E.S. PARTNERS, L.P.
Ref. Number: W98000006048

We have received your document for R.E.S. PARTNERS, L.P. and check(s) totaling \$1750.00. However, the document has not been filed and is being retained in this office for the following reason(s):

There is a balance due of \$35.00. Refer to the attached fee schedule for the breakdown of fees. Please return a copy of this letter to ensure your money is properly credited.

LIMITED PARTNERSHIP CERTIFICATE/APPLICATION BASIC FEES

Filing fees \$52.50 minimum - \$1750 maximum
Registered Agent Designation \$35

The filing fee is based on the total amount contributed and anticipated to be contributed by the limited partners as shown in the affidavit at a rate of \$7 per \$1000. The filing fee for an Application to Register a Foreign Limited Partnership is based on the total amount contributed by the limited partners allocated for the purpose of transacting business in the State of Florida at a rate of \$7 per \$1000.

Certified Copy (15 pages or less, \$1 for each additional page after initial 15 pages)	\$52.50
Registered Agent/Office Change	\$35
Name Reservation (120 days nonrenewable)	\$35
Amendment (other than specified)	\$52.50
Affidavit Decreasing Contributions	\$52.50
Affidavit Increasing Contributions \$7 per \$1000 on increase only (\$52.50 minimum-\$1750 maximum)	
Certificate of Status or Fact	\$8.75
Cancellation	\$52.50
Resignation of Registered Agent	\$87.50
LP Annual Report	

\$7 per \$1000 of invested capital
(\$52.50 minimum - \$437.50 maximum)
plus Supplemental Fee of \$138.75
Reinstatement
(\$500 for each year or part thereof the
partnership was revoked plus the delinquent
annual report fees)

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: 998A00014622

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

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

1. R. E. S. PARTNERS, L.P.
(Name of limited partnership as it is in the home state)

2. R. E. S. PARTNERS, LTD
(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.") 7

3. Delaware (State of Formation) 4. 6/17/97 (Date of Formation)

5. Tim D. Haines
(Name of Registered Agent for Service of Process)

6. 125 NE First Avenue, Suite 1000
(Street Address of Registered Office)

Ocala, Florida 34470
(City) (Zip Code)

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

By: [Signature]
(Agent must sign on this line)

8. Corporation Service Company, 1013 Centre Road, Wilmington, DE 19805
(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: R. E. S. General, L.P., c/o Harbourton Enterprises, 33 Witherspoon Street, 3rd Floor, Princeton, NJ 08542.

10. c/o Harbourton Enterprises, 33 Witherspoon Street, 3rd Floor
(Office where Names, Addresses and contributions of Limited Partners are kept.) Princeton, NJ 08542

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 SECRETARY OF STATE DIVISION OF CORPORATIONS 98 MAR 27 PM 12:28

12. c/o Harbourton Enterprises

33 Witherspoon Street, 3rd Floor, Princeton, NJ 08542

(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 12th, February, 19 98

[Signature]
General Partner

STATE OF FLORIDA

COUNTY OF MARION

On this 12th day of February, 1998, Ernest Theurer

personally appeared before me,

who is personally known to me

whose identity I proved on the bases of _____

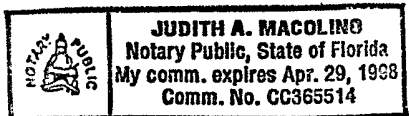
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 27 PM 12:28

Judith A. Macolino
(Notary Public Signature)

Judith A. Macolino
(Notary Public Signature)

Seal

My Commission expires: April 29, 1998



AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared ERNEST THEURER, President of R. E. S. GENERAL, INC. *the general partner of* R. E. S. General L.P./a (an) Delaware Limited partnership *a general partner of* R. E. S. General L.P./a (an) Delaware Limited partnership *hereinafter referred to as the "Partnership", who certifies as follows:*

1. The amount of capital contributions of the limited partners is \$ 3,848,000.00 .
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 3,848,000.00 .

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 12 day of February, 19 98 .

[Handwritten Signature]

General Partner

STATE OF FLORIDA
COUNTY OF MARION

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DIVISION OF CORPORATIONS
93 MAR 27 PM 12:28

On this 23th day of February . 19 98 . Ernest Theurer

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

Judith A. Macolino
(Notary Public Signature)

Judith A. Macolino
(Notary Public Signature)

Seal

My Commission Expires: April 29, 1998

