



THE UNITED STATES  
CORPORATION  
COMPANY

# B98000000427

ACCOUNT NO. : 072100000032

REFERENCE

868037

5024472

AUTHORIZATION

*Patricia P. [signature]*

COST LIMIT

\$ ~~87.50~~

ORDER DATE : June 24, 1998

ORDER TIME : 9:47 AM

ORDER NO. : 868037-010

800002572228--3

CUSTOMER NO: 5024472

CUSTOMER: Michele Penaranda, Legal Asst  
Solomon And Weinberg LLP  
70 East 55th Street

New York, NY 10022

FOREIGN FILINGS

NAME: BLACKACRE CAPITAL GROUP, L.P.

*B*

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
98 JUN 29 PM 4:31

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

RECEIVED  
98 JUN 25 AM 10:43  
DIVISION OF CORPORATION

*BK*  
*6/29/98*



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

June 25, 1998

STACY EARNEST  
CSC NETWORKS  
TALLAHASSEE, FL

SUBJECT: BLACKACRE CAPITAL GROUP, L.P.  
Ref. Number: W98000014590

**RESUBMIT**

Please give original  
on date as file date.

We have received your document for BLACKACRE CAPITAL GROUP, L.P. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The TOTAL required to file this is \$87.50. Please call or write a note authorizing us to change the COST LIMIT.

The Registered Agent -- CORPORATION SERVICE COMPANY -- must sign the acceptance statement in Item 7.

ALSO, before this partnership can be filed, the general partner -- BLACKACRE CAPITAL MANAGEMENT CORP. -- must be filed in Florida.,

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) 487-6914.

Buck Kohr  
Corporate Specialist

Letter Number: 198A00034920

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DIVISION OF CORPORATIONS  
98 JUN 29 PM 4:31

RECEIVED  
98 JUN 29 PM 12:09  
DIVISION OF CORPORATIONS

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

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

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUN 29 PM 4:31

1. Blackacre Capital 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.") 7
3. Delaware 4. August 16, 1994  
(State of Formation) (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.  
Corporation Service Company  
By: Karen B. Rozar Karen B. Rozar, As Its Agent  
(Agent must sign on this line)
8. 1013 Centre Road, Wilmington, Delaware 19805  
(Address of registered office required in state of formation or, if not required, address of principal office.)
9. 

NAMES OF GENERAL PARTNERS	STREET ADDRESS
<u>Blackacre Capital Management Corp.</u>	<u>450 Park Avenue, New York, New York 10022</u>
<u>F9800000362</u>	
10. 450 Park Avenue, New York, New York 10022  
(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.

CONTINUED

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98 JUN 29 PM 4:31

12. 450 Park Avenue, New York, New York 10022

(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 22, June 1998

Blackacre Capital Group, L.P.

By: Blackacre Capital Mangement Corp.,  
General Partner

By: [Signature]

Name: Jeffrey B. Citrin  
Title: Co-President

STATE OF New York

COUNTY OF New York

On this 23 day of June, 1998, Jeffrey B. Citrin

personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the bases of \_\_\_\_\_

[Signature]  
(Notary Public Signature)

\_\_\_\_\_  
(Notary Public Signature)

Seal

My Commission expires: May 19, 1999

CHARISA J. GOODMAN  
NOTARY PUBLIC, State of New York  
No 01G05077989  
Qualified in New York County  
Commission Expires May 19, 1999

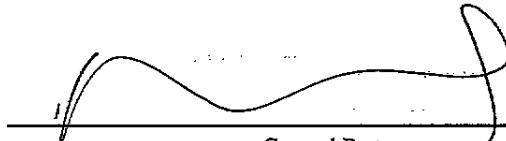
**AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED PARTNERSHIP**

BEFORE ME the undersigned personally Ronald J. Krawitz, Vice President of Blackacre Capital Management Corp. a Connecticut corporation,  
a general partner of Blackacre Capital Group, 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 \$ 1,000.00.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 1,000.00.

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 22 23 day of JUNE, 19 98.

  
\_\_\_\_\_  
General Partner

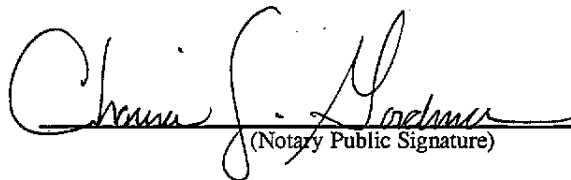
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUN 29 PM 4:31

STATE OF New York  
COUNTY OF New York

On this 23 day of JUNE, 19 98, Ronald J. Krawitz

personally appeared before me, ☒ who is personally known to me

☐ whose identity I proved on the bases of \_\_\_\_\_

  
\_\_\_\_\_  
(Notary Public Signature)

\_\_\_\_\_  
(Notary Public Signature)

Seal

My Commission Expires: May 19, 1999  
**CHARISA J. GOODMAN**  
NOTARY PUBLIC, State of New York  
No 01G05077989  
Qualified in New York County  
Commission Expires May 19, 1999