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FLORIDA DIVISION OF CORPORATIONS

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FROM: BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
075350000353

ACCT#:

CONTACT: CATHY LEACH

PHONE: (212) 431-5000

FAX #:

(212) 431-5111

NAME: LBI CAPITAL PARTNERS, L.P.

AUDIT NUMBER.....H98000017454

DOC TYPE.....FOREIGN LIMITED PARTNERSHIP

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PAGES..... 4

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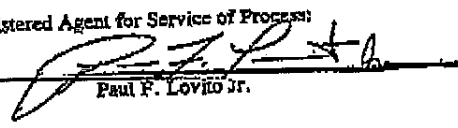
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Florida Department of State, Sandra B. Morham, Secretary of State

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

1. LBI Capital Partners, 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. Delaware
(State of Formation)
4. July 7, 1998
(Date of Formation)
5. Paul F. Lovito, Jr.
(Name of Registered Agent for Service of Process)
6. 10100 W. Sample Road, Suite 401
(Street Address of Registered Office)
- Coral Springs, Florida
(City)
- 33065
(Zip Code)
7. Acceptance by the Registered Agent for Service of Process:

Paul F. Lovito Jr.
8. 10100 W. Sample Road, Suite 401, Coral Springs, Florida
(Address of registered office required in state of formation or, if not required, address of principal office.)
9. NAMES OF GENERAL PARTNERS
STREET ADDRESS
LBI Asset Management, LLC
10100 W. Sample Road, Suite 401
Coral Springs, FL 33065
10. 10100 W. Sample Road, Suite 401, Coral Springs, FL 33065
(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of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

CONTINUED

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12. 10100 W. Sample Road, Suite 401, Coral Springs, FL 33065

(Mailing Address of Limited Partnership)

Under penalties of perjury I, being sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are duly true and correct.

This 8th day of September, 1998
[Signature], MANAGER
LBI Asset Management, LLC, General Partner, By Paul F. Lovito Jr., Manager of the General Partner

STATE OF FLORIDA

COUNTY OF Broward

On this 8th day of September, 19 98

Paul F. Lovito, Jr. personally appeared before me,

X who is personally known to me

whose identity I proved on the basis of



KARRY THOMPSON
COMMISSION # CC 501252
EXPIRES OCT 11, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

[Signature]
(Notary Public Signature)

(Notary's Printed Name)

Seal

My Commission Expires: _____

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared LBI Asset Management LLC
a general partner of LBI Capital Partners 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 \$ 0
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$100,000,000.

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 8th day of September 1998.

[Signature] **MANAGER**
LBI Asset Management LLC, General Partner

STATE OF FLORIDA
COUNTY OF Broward

On this 8th day of September, 1998, Paul F. Loyito, Jr. personally appeared before me,

X who is personally known to me

whose identity I proved on the basis of _____

[Signature]
(Notary Public Signature)

(Notary's Printed Name)

Seal

My Commission Expires:

 **KARRY THOMPSON**
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