9900000009

THE UNITED STATES CORPORATION

ACCOUNT NO.

072100000032

REFERENCE :

089106

AUTHORIZATION

COST LIMIT

\$ 1785.00

ORDER DATE: January 6, 1999

ORDER TIME : 11:58 AM

ORDER NO. : 089106-010

CUSTOMER NO: 4354379

CUSTOMER: Carolyn Snider, Legal Asst

Foley & Lardner

The Greenleaf Building 200 Laura Street

Jacksonville, FL 32202-3527

FOREIGN FILINGS

NAME:

ALLIANCE CAPITAL PARTNERS,

L.P.

XXXX QUALIFICATION

(TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

____ PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

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

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

Alliance Capital Partners, L.P.	nip as it is in the home state)
(Avaine of minical parties)	up as it is in the nome state;
Of name is unavailable name under which the limited	partnership proposes to register or transact business in
Florida; must contain the wo	ord "LIMITED" or "LTD.")7
Delaware	4. March 6, 1997 (Date of Formation)
(State of Formation)	(Date of Formation)
Corporation Service Company	
(Name of Registered Age	ent for Service of Process)
1201 Hays Street	
(Street Address of	f Registered Office)
Tallahassee	Florida 32301
(City)	Florida 32301 (Zip Code)
Assentance by the Pegistered Agent for Servi	ice of Process
Acceptance by the Registered Agent for Serv	Karen B. Rozar, Asst. Sec.
Men B. Hal	Parporation Service Company sign on this line)
(Agent must s	sign on this line)
1013 Centre Road, Wilmington, Dela	aware 19805
(Address of registered office required in state of for	rmation or, if not required, address of principal office.)
. NAMES OF GENERAL PARTNERS	STREET ADDRESS
Alliance Capital Partners, Inc.	300 Delaware Avenue, Suite 1704 Wilmington, DE 19801
« aa bullou oug	4
7 1	
200 Deleverine Arrange Code 170/	Hilmington DE 10905
0. 300 Delaware Avenue, Suite 1704, I	

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of the limited partner or limited partners until the limited partnership's registration in Florida is cancelled or withdrawn.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. <u>300 Delaware Avenue, Suite 1704</u> <u>Wilmington, Delaware 19801</u>

(Mailing Address of Limited Partnership)

Under penalties of perjury, the undersigned declares that he has read the foregoing and that the facts alleged are true, to the best of his knowledge and belief.

This 28 day of December 1998.

ALLIANCE CAPITAL PARTNERS, L.P., a Delaware limited partnership

By: ALLIANCE CAPITAL PARTNERS, INC., a Delaware corporation, general partner

By: Robert Clements, President

STATE OF FLORIDA COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 28 day of Partners, Inc., a Delaware corporation, and sole general partner of Alliance Capital Partners, L.P., a Delaware limited partnership. Such person did not take an oath and: (notary must check applicable box)

is/are personally known to me.

{Notary Seal must be affixed}

produced

	MARION O. BRITO MY COMMISSION # CC459791 EXPIRES
	MY COMMISSION # CC459791 EXPIRES
	May 4, 1999
78.05 F. S.	BONDED THRU TROY FAIN INSURANCE, INC.

produced a current Florida driver's license as identification.

Marion O. Birto
Signature of Notary
MARION O. BRITO
Name of Notary (Typed, Printed or Stamped)
Commission Number (if not legible on seal):
My Commission Expires (if not legible on seal).

as identification.

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED PARTNERSHIP

The undersigned, constituting the sole general partner of Alliance Capitale Partners, L.P., a Delaware limited partnership, certifies as follows:

- 1. The amount of capital contributions to date of the limited partners is \$54,707,569.61.
- 2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$26,477,215.14.

Executed this 38 day of December, 1998.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, the undersigned declares that he has read the foregoing and that the facts alleged are true, to the best of his knowledge and belief.

ALLIANCE CAPITAL PARTNERS, L.P., a Delaware limited partnership

By: ALLIANCE CAPITAL PARTNERS, INC., a Delaware corporation, general partner

a Delaware corporation, general parties

By: Robert Clements, President

STATE OF FLORIDA COUNTY OF DUVAL

The foregoing instrument was	acknowledged before me this 80 day of
December, 1998, by Robert Clemen	ts, the President of Alliance Capital Partners,
Inc., a Delaware corporation, and sole genera	l partner of Alliance Capital Partners, L.P., a
	id not take an oath and: (notary must check
applicable box)	•
<i></i>	
is/are personally known to me.	
produced a current Florida driver's license	as identification.
□ produced	as identification.
{Notary Seal must be affixed}	Marion O. Buto
(Nothing Boar Mast do arrivous	Signature of Notary
MARION O. BRITO MY COMMISSION # CC459791 EXPIRES May 4, 1999 BONDED THRU THOY FAIN INSURANCE, INC.	MARION O. BRITO
	Name of Notary (Typed, Printed or Stamped)
	Commission Number (if not legible on seal):
	My Commission Expires (if not legible on seal):