

B990000000192

TABAS, FREEDMAN, ORSHAN & SOLOFF, P.A.
ATTORNEYS AT LAW

THE INGRAHAM BUILDING
25 SOUTHEAST SECOND AVENUE • SUITE 919
MIAMI, FLORIDA 33131-1538
TEL (305) 375-8171
FAX (305) 381-7708
WWW.TFOSLAW.COM

MARGARET BROENNIMAN***
MICHAEL G. BUSENKELL
LEYZA FLORIN BLANCO
GARY M. FREEDMAN**
PAUL L. ORSHAN
STACEY F. SOLOFF
JOEL L. TABAS*

*BOARD CERTIFIED IN BUSINESS BANKRUPTCY
**ALSO ADMITTED IN MASSACHUSETTS
***LL.M.-TAX

May 10, 1999

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

VIA OVERNIGHT MAIL

Re: The Mezzanine Financial Fund, LTD.

100002871741--0
-05/11/99--01074--004
***1837.50 ***1837.50

Dear Sir/Madam:

Enclosed please find our firm's check in the amount of \$1,837.50 to cover the following fees associated with the registration of the above referenced limited partnership in Florida:

Filing Fee	\$1,750.00
Designation of Registered Agent	35.00
Certified Copy	52.50
Total	\$1,837.50

Also enclosed are the original and one copy of the Application by Foreign Limited Partnership for Authorization to Transact Business in Florida as well as the Affidavit of Capital Contributions for a Foreign Limited Partnership.

The name and address of the contact person, as well as the recipient of the acknowledgment, is as follows:

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

Gary M. Freedman, Esquire
Tabas, Freedman, Orshan & Soloff, P.A.
25 S.E. 2nd Avenue, Suite 919
Miami, FL 33131
(305) 375-8171

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY 11 AM 10:22

Florida Department of State
May 10, 1999
Page 2

Should you require any further information, please do not hesitate to contact the undersigned.

Very truly yours,

TABAS, FREEDMAN, ORSHAN & SOLOFF, P.A.



Gary M. Freedman

Enclosures

cc: Walter M. Craig, Jr.

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

1. The Mezzanine Financial Fund, L.P.

(Name of limited partnership as it is in the home state)

2. The Mezzanine Financial Fund, 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.")

3. Delaware

(State of Formation)

4. December 21, 1989

(Date of Formation)

5. Scott Altman

(Name of Registered Agent for Service of Process)

5340 W. Kennedy Boulevard, Suite 200

6. (Street Address of Registered Office)

Tampa

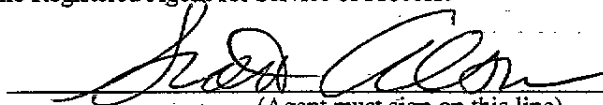
(City)

Florida

33609-2410

(Zip Code)

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


(Agent must sign on this line)

8. 5340 W. Kennedy Boulevard, Suite 200

Tampa, FL 33609-2410

(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS

STREET ADDRESS

Walter Craig

1011 Highway 71, Spring Lake, NJ 07762

Herbert Pearlman

537 Steamboat Road, Greenwich, CT 06830

David Lawi

537 Steamboat Road, Greenwich, CT 06830

10. 1011 Highway 71, Spring Lake, NJ 07762

(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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY 11 AM 10:23

12. 1011 Highway 71

Spring Lake, NJ 07762

(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.

Signed this 23 day of April, 1999

Walter M. Craig, Jr.
General Partner

STATE OF NEW JERSEY

COUNTY OF MONMOUTH

On this 23rd day of April, 1999

Walter M. Craig, Jr. personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____

Doris E. Mason
(Notary Public Signature)

Doris E. Mason

(Notary's Printed Name)

DORIS E. MASON
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires Jan. 31, 2002

Seal

My Commission Expires: January 31, 2002

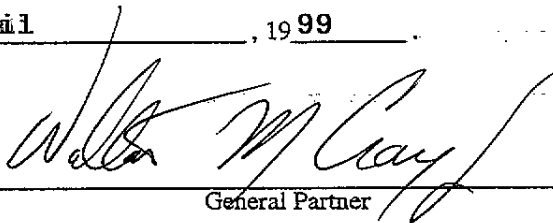
AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Walter M. Craig, Jr.
a general partner of The Mezzanine Financial Fund, LP, 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 \$ 3,600,000.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is up to \$2,000,000.

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.

Signed this 23RD day of April, 1999


General Partner

STATE OF NEW JERSEY

COUNTY OF MONMOUTH

On this 23RD day of April, 1999

Walter M. Craig, Jr., personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____


(Notary Public Signature)

DORIS E. MASON
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires Jan. 31, 2002

Doris E. Mason
(Notary's Printed Name)

Seal

My Commission Expires: **January 31, 2002**