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June 23, 1999

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Via Federal Express

Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

500002914225--9  
-06/24/99--01057--010  
\*\*\*\*\*96.25 \*\*\*\*\*96.25

Re: **Diamond Equity Fund, LP and Diamond Capital Management, Inc.**

Dear Sir/Madam:

Enclosed are the following documents to register Diamond Equity Fund, L.P., an Illinois Limited Partnership, and Diamond Capital Management, Inc., an Illinois Corporation, to transact business in Florida.

I. As to Diamond Equity Fund, L.P.

- a) check in the amount of \$96.25 for filing fee (\$52.50), registered agent fee (\$35.00) and certificate of status (\$8.75);
- b) application by foreign limited partnership for authorization to transact business in Florida; and
- c) affidavit of capital contributions for a foreign limited partnership.

II. As to Diamond Capital Management, Inc.

- a) transmittal letter;
- b) check payable to Florida Department of State in the amount of \$78.75 (\$70.00 for registration fee and \$8.75 for a certificate of status);
- c) application by foreign corporation for authorization to transact business in Florida; and

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TALLAHASSEE, FLORIDA

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- d) certificate of good standing for Palm Grove Investment, and Articles of Amendment for Palm Grove Investment Corp., changing its name to Diamond Capital Management, Inc.

Please register these two Illinois entities to do business in the state of Florida and forward the certificates of status for each of the entities to me at 8211 West Broward Boulevard, Suite 310, Fort Lauderdale, Florida 33324.

If there are any questions or comments regarding these filings, please contact me at (954) 424-9910. Thank you.

Very truly yours,



Jessica Serell Erenbaum

JSE/amt

encl.:

cc: Bill Biggins

M:\WX\IP\Pg2170\9divcorp.ltr

Miami Office:

NationsBank Tower, 100 S.E. Second Street, Suite 3300, Miami Florida 33131 (305) 349-2300 Fax (305) 349-2310



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

June 28, 1999

JESSICA SERELL ERENBAUM  
GENOVESE LICHTMAN JOBLOVE & BATTISTA P.A.  
8211 WEST BROWARD BLVD, SUITE #310  
FORT LAUDERDALE, FL 33324

SUBJECT: DIAMOND EQUITY FUND, LP  
Ref. Number: W99000014998

We have received your document for DIAMOND EQUITY FUND, LP and your check(s) totaling \$96.25. However, the document has not been filed and is being retained in this office for the following:

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.

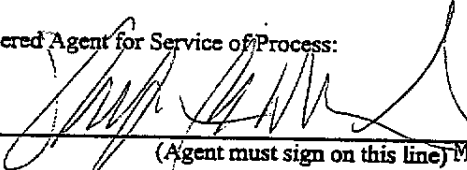
Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers  
Document Specialist

Letter Number: 699A00034099

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

1. Diamond Equity Fund, 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. Illinois 4. April 29, 1999  
(State of Formation) (Date of Formation)
5. Mr. Melvyn Diamond  
(Name of Registered Agent for Service of Process)
6. 100 Woodsmuir Court  
(Street Address of Registered Office)
- Palm Beach Gardens Florida 33418  
(City) (Zip Code)
7. Acceptance by the Registered Agent for Service of Process:  
  
(Agent must sign on this line) Melvyn Diamond
8. 31 Carlyle Lane  
Buffalo Grove, IL 60089  
(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>Diamond Capital Management, Inc.</u> | <u>31 Carlyle Lane, Buffalo Grove, IL 60089</u> |
| _____                                   | _____   |
| _____                                   | _____   |
10. 31 Carlyle Lane, Buffalo Grove, IL 60089  
(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. 31 Carlyle Lane

Buffalo Grove, IL 60089

(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 17 day of JUNE, 19 99

DIAMOND EQUITY FUND, L.P.

By:

Gregory Diamond  
Gregory Diamond, as ~~General Partner~~ President of Diamond Capital Management, Inc.  
Its General Partner

STATE OF Illinois

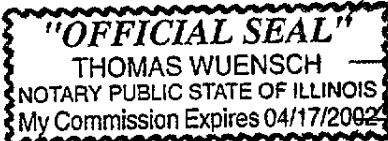
COUNTY OF Lake County

On this 17<sup>th</sup> day of June, 19 99

Gregory Diamond personally appeared before me,

☐ who is personally known to me

☒ whose identity I proved on the basis of IL. Drivers License



Thomas Wuensch  
(Notary Public Signature)

Thomas Wuensch  
(Notary's Printed Name)

Seal

My Commission Expires: 04-17-2002

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

BEFORE ME the undersigned personally appeared Gregory Diamond, President of Diamond Capital Management, Inc.  
a general partner of Diamond Equity Fund, L.P., X(an) Illinois Limited Partnership  
limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 3,000,000.00
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 7,500.00

*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.*

Signed this 17 day of June, 19 99

Gregory Diamond  
Gregory Diamond, as ~~General Partner~~ President of Diamond Capital Management, Inc., General Partner of Diamond Equity Fund, L.P.

STATE OF Illinois

COUNTY OF Lake County

On this 17th day of June, 19 99

Gregory Diamond, personally appeared before me,

☐ who is personally known to me

☒ whose identity I proved on the basis of FL Drivers License

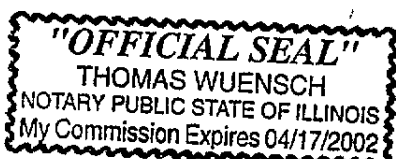
Thomas Wuensch  
(Notary Public Signature)

Thomas Wuensch  
(Notary's Printed Name)

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TALLAHASSEE FLORIDA

Seal

My Commission Expires:



04-17-2002

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