



THE UNITED STATES
CORPORATION
C O M

B99000000348

ACCOUNT NO. : 072100000032

REFERENCE : 077589 4804310

AUTHORIZATION :

Patricia Pignato

COST LIMIT : \$ 1785.00

ORDER DATE : December 23, 1998

ORDER TIME : 11:56 AM

ORDER NO. : 077589-005

CUSTOMER NO: 4804310

CUSTOMER: Alex Lopez, Legal Asst
Walter Conston Alexander &
90 Park Avenue
14th Floor
New York, NY 10016

A/N:
Buck

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
99 SEP 20 PM 3:51

FOREIGN FILINGS

200002746342--9

NAME: ASSET BETEILIGUNGSGESELLSCHAFT
MBH & CO.

****- THE ENGLISH TRANSLATION IS ASSET PARTICIPATION*****

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

8

Bye 9/20/99

RECEIVED
99 JAN 19 PM 12:47
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 29, 1999

ANGIE GLISAR
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: ASSET BETEILIGUNGSGESELLSCHAFT MBH & CO., LTD.
Ref. Number: W99000015125

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We have received your document for ASSET BETEILIGUNGSGESELLSCHAFT MBH & CO., LTD. and the authorization to debit your account in the amount of \$1785.00. However, the document has not been filed and is being returned for the following:

First, we must be absolutely sure that this is a LIMITED PARTNERSHIP and not a corporation, or something else.

I think there was some question about this when the filing was first submitted in January of this year.

But I am going to assume that it is a German limited partnership.

If that is so, then its general partner must be registered in Florida.

Note that in Item 9, the general partner name begins with "G + J".

Now please look at the attached computer printout. This is a registration for a German corporation that might actually be the general partner of this limited partnership you are trying to file.

But note that the name listed on Document File Number F99000003131 does NOT begin with "G + J".

So maybe the name on F99000003131 is not correct. Or maybe the name in Item 9 on the partnership application is not correct. Or maybe both names are correct, and there is still another German corporation that needs to be qualified in Florida.

Please correct as is appropriate.

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

RESUBMIT
Please give original
submission date as file date

RECEIVED
99 SEP 20 PM 12:00
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

(850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 099A00034322

411 HD
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP 20 PM 3:51

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

APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDAFILED
SECRETARY OF CORPORATIONS
DIVISION
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1. ASSET BETEILIGUNGSGESELLSCHAFT mbH & CO., LTD.
(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. Germany
(State of Formation)
4. August 22, 1984
(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.
By: Karen B. Pizzi
(Agent must sign on this line)
8. 375 Lexington Avenue, New York, New York 10017
(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>Verwaltungsgesellschaft Asset mbH</u>	<u>Constanze-Verlag</u>
<u>F990000-03131</u>	<u>John Jahr GmbH & Co.</u>
	<u>Stubbenhuk 7</u>
	<u>D-20459 Hamburg</u>
	<u>Germany</u>
10. 375 Lexington Avenue, New York, New York 10017
(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

12. 375 Lexington Avenue
New York, New York 10017

(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 8, December, 1998

Verwaltungsgesellschaft Asset mbH

General Partner

STATE OF Germany

COUNTY OF Hamburg

On this 8 day of December, 1998, Mr. Burkhard Schmidt
personally appeared before me, ☒ who is personally known to me

☐ whose identity I proved on the bases of _____

File-No. 2998/1998

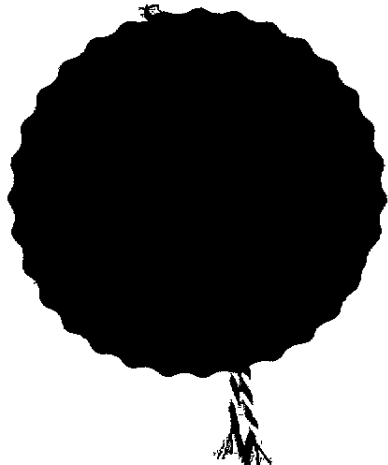


(Notary Public Signature)

Dr. Adam Freiherr von Kottwitz

(Notary Public Signature)

Seal



My Commission expires: never

FILED STATE
SECRETARY OF CORPORATIONS
99 SEP 20 PM 3:51

Apostille

(Convention de La Haye du 5 octobre 1961)

1. Land: Bundesrepublik Deutschland
Diese öffentliche Urkunde
2. Ist unterschrieben von Dr. Adam Frhr. von Kottwitz
3. in der Eigenschaft als Notar
4. sie ist versehen mit dem Siegel/Stempel des (der)

Notars Dr. Adam Frhr. von Kottwitz

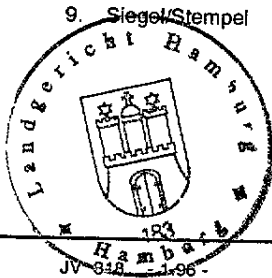
Bestätigt

5. in Hamburg
6. am 10. Dezember 1998
7. durch die Präsidentin des Landgerichts
8. unter Nr. 9101 E/I - 1556/98
9. Siegel/Stempel
10. Unterschrift:

In Vertretung

Ohlrich

Vizepräsident des Landgerichts



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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally _____
 a general partner of _____, a (an) _____ German _____ Limited partnership
 hereinafter referred to as the "Partnership", who certifies as follows:
 * ASSET BETEILIGUNGSGESELLSCHAFT mbH & CO.

1. The amount of capital contributions of the limited partners is \$ 59,323,132.00.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 1,200,000

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 8 day of December, 1998.

Verwaltungsgesellschaft Asset mbH

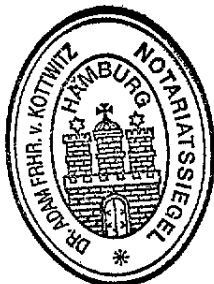
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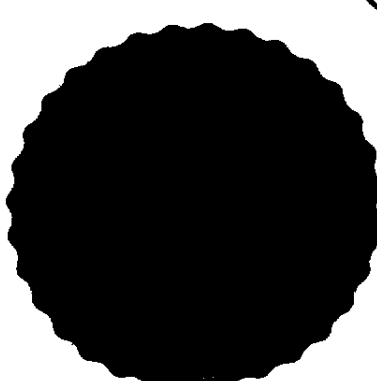
 (Notary Public Signature)

Dr. Adam Freiherr von Kottwitz

 (Notary Public Signature)

My Commission Expires: never

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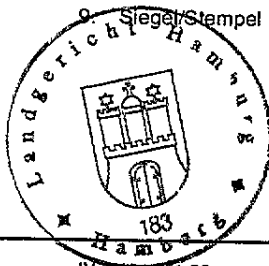
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