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City State Zip Phone

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\*\*\*\*140.00 \*\*\*\*140.00

CORPORATION(S) NAME

MUNICIPAL ASSOCIATES, L.P.

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JK 10/12/99

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

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1. Municipal Associates, 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. August 2, 1995 (Date of Formation)

5. CT Corporation System (Name of Registered Agent for Service of Process)

6. c/o CT Corporation System, 1200 South Pine Island Road (Street Address of Registered Office)

Plantation, Florida 33324 (City) (Zip Code)

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

CT Corporation System

Conie Bryan

CONNIE BRYAN SPECIAL ASSISTANT SECRETARY

(Agent must sign on this line)

8. c/o Zephyr Management 320 Park Avenue, 11th Floor, New York, New York 10022

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

9. NAMES OF GENERAL PARTNERS

STREET ADDRESS

c/o Zephyr Management, 320 park Ave. 11th Floor New York, New York 10022

CB Municipal Advisers, L.L.C.

10. c/o Zephyr Management 320 Park Avenue, 11th Floor, New York, New York 10022

(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of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

12. P.O. Box 1416, Quogue, New York 11949

(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 28th day of September, 19 99

CB Municipal Advisors, L.L.C.

By: Richard G. Corey  
General Partner

BY: Richard G. Corey, Manager

STATE OF New York

COUNTY OF New York

On this 28th day of September, 19 99

RICHARD G. COREY personally appeared before me,

who is personally known to me

whose identity I proved on the basis of \_\_\_\_\_

Karen W. Held  
(Notary Public Signature)

KAREN W. HELD  
(Notary's Printed Name)

Seal

My Commission Expires: December 23, 2000

**KAREN W. HELD**  
Notary Public State of New York  
No. 01HE5070621  
Qualified in Queens County  
Commission Expires December 23, 2000

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

Richard G. Corey, Manager of CB Municipal Advisers, L.L.C.

BEFORE ME the undersigned personally appeared \_\_\_\_\_ a general partner of Municipal Associates, L.P., a ~~xxx~~ Delaware limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

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1. The amount of capital contributions of the limited partners is \$ 100,000.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ -0-.

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 28th day of September 28, 19 99.

CB Municipal Advisers, L.L.C.

By: Richard Corey  
General Partner  
Richard G. Corey, Manager

STATE OF New York

COUNTY OF New York

On this 28th day of September, 19 99.

RICHARD G. COREY, personally appeared before me,

- who is personally known to me
- whose identity I proved on the basis of \_\_\_\_\_

Karen W. Held  
(Notary Public Signature)

KAREN W. HELD  
(Notary's Printed Name)

Seal

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