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October 6, 1999

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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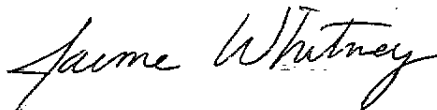
Dear Sir or Madam:

Enclosed you will the Application by Foreign Limited Partnership for Authorization to Transact Business in Florida along with it's Affidavit. Also enclosed is the check in the amount of one thousand seven hundred and fifty dollars (1,750.00), which is the maximum filing fee allowed.

Any correspondence can be sent to either Attorney A. James Whitney in Natick, Massachusetts at the above address or Peter Cinelli, the General Partner of the Family Limited Partnership, at 225 East 64th Street, New York, New York. Attorney Whitney's telephone number is also located above if needed.

Please proceed with filing this application as soon as possible. Thank you for your time and consideration afforded this matter.

Sincerely,

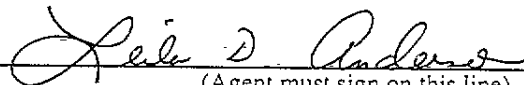


Jaime Whitney
Assistant to Attorney Whitney

99 OCT 11 PM 2:00

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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

1. The Cinelli Family Limited Partnership
(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. New York 4. December 3rd, 1998
(State of Formation) (Date of Formation)
5. Leila Anderson, Esquire
(Name of Registered Agent for Service of Process)
6. Intracostal Bldg., Suite 105, 3000 Northeast Pl.
(Street Address of Registered Office)
- Ft. Lauderdale, Florida 33306-1957
(City) (Zip Code)
7. Acceptance by the Registered Agent for Service of Process:
- 
(Agent must sign on this line)
8. 1149 Park Avenue
- New York, New York 10128
(Address of registered office required in state of formation or, if not required, address of principal office.)
9. NAMES OF GENERAL PARTNERS STREET ADDRESS
- Peter B. Cinelli 225 East 64th Street, New York, NY
10. 1149 Park Avenue, New York, New York
(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.

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CONTINUED

12. 1149 Park Avenue

New York, New York 10128

(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 30th day of September, 19 99

Peter B. Cinelli
General Partner

STATE OF New York

COUNTY OF New York

On this 30th day of September, 19 99

Peter B. Cinelli, MD

personally appeared before me,

FILED
CLERK OF STATE
DIVISION OF CORPORATIONS
99 OCT 11 PM 2:00

☒ who is personally known to me

☐ whose identity I proved on the basis of _____

A. James Whitney
(Notary Public Signature)

A. James Whitney
(Notary's Printed Name)

A. JAMES WHITNEY
NOTARY PUBLIC, State of New York
No. 01WH5083482
Qualified in Suffolk County
Term Expires Aug. 11, 2001

Seal

My Commission Expires: August 11th, 2001

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Peter B. Cinelli, MD
a general partner of The Cinelli Family LTD Partnership (an) family
limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$16,541,833.00
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 2,229,564.00

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 30th day of September, 1999.

Peter B. Cinelli, MD
General Partner

STATE OF New York

COUNTY OF New York

On this 30th day of September, 1999,

Peter B. Cinelli, MD, personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____

A. James Whitney
(Notary Public Signature)

A. James Whitney
(Notary's Printed Name)

A. JAMES WHITNEY
NOTARY PUBLIC, State of New York
No. 01WH5083482
Qualified in Suffolk County
Term Expires Aug. 11, 2001

99 OCT 11 PM 2:00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Seal

My Commission Expires: 8-11-2001