

F970000006365

TRANSMITTAL LETTER

TO: Qualification/Registration Section
Division of Corporations

SUBJECT: Partnership Holding, Inc.
(Name of Corporation)

400002320714--1
-10/15/97 -01025--002
****140.00 *****70.00

Dear Sir or Madam:

W97-23494

The enclosed "Application by Foreign Not for Profit Corporation for Authorization to Conduct its Affairs in Florida", "Certificate of Existence", and check are submitted to register the above referenced not for profit corporation to conducts its affairs in Florida.

Please return all correspondence concerning this matter to the following:

Faith M. Kates / J. Reidy
(Name of Person)
Partnership Holding, Inc.
(Firm/Company)
23 Watts Street, (6)
(Address)
New York, NY 10013
(City, State and Zip Code)

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DIVISION OF CORPORATIONS
97 DEC -3 PM 12:24

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For further information concerning this matter, please call:

Jennifer Reidy at (212) 925 5909
(Name of Person) Area Code & Daytime Telephone Number

Not required to pay
penalty, do to a mix
up with fictitious Nam
Filing in 1990.

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COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 31, 1997

FAITH M KATES/J. REIDY
420 E. 54TH STREET
NEW YORK, NY 10022

SUBJECT: PARTNERSHIP HOLDING, INC.
Ref. Number: W97000023494

We have received your document for PARTNERSHIP HOLDING, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

Section 617.1502(4), Florida Statutes, requires this office to collect a \$1000 penalty fee and the appropriate annual report fees beginning with the year 1991 for conducting its affairs in Florida prior to qualification. The amount due this office to cover both annual report and penalty fees is \$6368.00.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 097A00050381

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97 DEC -3 PM 12:25

**APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR
AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR
AUTHORIZATION TO CONDUCT ITS AFFAIRS IN THE STATE OF FLORIDA:**

1. Partnership Holding, Inc.
(Name of corporation: must include the word "INCORPORATED" or "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)
2. New York, New York 3. 133501977
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. December 28, 1988 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 1991 (exact date unknown)
(Date corporation first conducted Affairs in Florida - See sections 617.1501, 617.1502, and 817.155, F.S.)
7. 23 Watts Street, Floor 6
New York, NY 10013
(Current mailing address)
8. Partnership Holding, Inc. is a general partner of NEXT Management Co
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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9. Name and street address of Florida registered agent:

Eleanor Stinson c/o NEXT Management Co.
(Name)
209 Ninth Street
(Office address)
Miami Beach 33139
(City), Florida (Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Eleanor Stinson
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address only- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Faith M. Kates

Address: 420 E. 54th Street

New York, NY 10022

Vice President: _____

Address: _____

Secretary: same as above

Address: _____

Treasurer: same as above

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

Faith M. Kates

(Typed or printed name and capacity of person signing application)

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State of New York } ss:
Department of State

I hereby certify, that the certificate of incorporation of PARTNERSHIP HOLDING CORPORATION was filed on 12/28/1988, with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

The Corporation Biennial Statement is past due.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 05th day of September
one thousand nine hundred and
ninety-seven.



Special Deputy Secretary of State

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