

Document Number Only

F98000007141

C T Corporation System

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301

City

State

Zip

Phone

CORPORATION(S) NAME

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TCI - II Advisors, Inc.

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DIVISION OF CORPORATIONS
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12/31

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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Limited Liability Partnership | <input type="checkbox"/> Fictitious Name |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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file 1st

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. TCI-II Advisors, Inc.

(Name of corporation: must include the word "INCORPORATED", "COMPANY", "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.)

2. Delaware

(State or country under the law of which it is incorporated)

3. 04-3429551

(FEI number, if applicable)

4. July 31, 1998

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon filing of application.

(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, and 817.155, F.S.)

7. 28 State Street, 37th Floor, Boston, Massachusetts 02109

(Current mailing address)

To act as the General Partner of TCI-II Advisors, L.P., a Delaware limited partnership.

8.

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box ~~NOT~~ acceptable)

Name: C T CORPORATION SYSTEM

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip code)

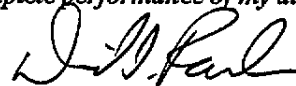
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10. Registered agent acceptance:

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 obligation of my position as registered agent.

C T CORPORATION SYSTEM

(Registered agent's signature)



D.I. Farber
Assistant Secretary

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: Frederick W. McCarthy

Address: 222 Lakeview Ave., Ste. 160-268, West Palm Beach, FL 33401

Vice Chairman: N/A

Address: _____

Director: Frederick S. Moseley IV

Address: 28 State Street, 37th Floor, Boston, MA 02109

Director: Robert M. Trevisani

Address: 28 State Street, 37th Floor, Boston, MA 02109

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

President: SEE ATTACHED PAGE.

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

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)

14. Frederick S. Moseley IV, President
(Typed or printed name and capacity of person signing application)

***Application by Foreign Corporation for Authorization
Transact Business in Florida
Addendum to Application***

Applicant: TCI-II Advisors, Inc.

12. Names and addresses of officers and/or directors.

B. OFFICERS

<u>Name</u>	<u>Office</u>	<u>Address</u>
Frederick W. McCarthy	CEO & Chairman	222 Lakeview Ave., Ste. 160-268 West Palm Beach, FL 33401
Frederick S. Moseley IV	President	28 State Street, 37th Floor Boston, MA 02109
Richard F. McLaughlin III	Managing Director	28 State Street, 37th Floor Boston, MA 02109
Robert M. Trevisani	CFO & Secretary	28 State Street, 37th Floor Boston, MA 02109
Charles B. Spadoni	Vice-President & General Counsel	28 State Street, 37th Floor Boston, MA 02109

State of Delaware
Office of the Secretary of State

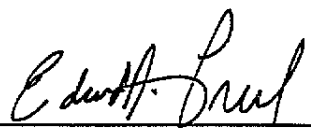
PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TCI-II ADVISORS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIRST DAY OF DECEMBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 31 PM 1:50





Edward J. Freel, Secretary of State

AUTHENTICATION:

9475448

DATE:

12-21-98

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