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Ab

DUANE, MORRIS & HECKSCHER LLP

ATTORNEYS AT LAW
249 ROYAL PALM WAY, SUITE 403
PALM BEACH, FL 33480
(561) 366-5400

E-MAIL: cmzopf@duanemorris.com

FAX
(561) 366-5401

www.duanemorris.com

January 24, 2000.

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VIA EXPRESS MAIL

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

600003111686--0
-01/26/00--01098--002
****130.00 ****130.00

600003111686--0
-04/11/00--01041--008
****1000.00 ****1000.00

Re: JEST Associates - I, L.P. and JEST Associates - III, L.L.C. ****1000.00 ****1000.00

Dear Sir or Madam:

W-2816

600003111686--0
-04/11/00--01041--009
****377.50 ****377.50

Enclosed are the following documents for filing with the Secretary of State with respect to the above-referenced entities:

JEST Associates-III, L.L.C.:

- 1. Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida;
2. Certificate of Designation of Registered Agent/Registered Office and Delaware Certificate of Good Standing;
3. Check in the amount of \$130, made payable to the Florida Department of State, representing the filing fees for the above documents;

00 APR 10 PM 2:49
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Table with columns: Name, Availability, Document Examiner, Updater, Updater Verifier, Acknowledgement, W. P. Verifier. Includes handwritten entries like 'JEST Associates-I, L.P.', '4', '5', and 'med'.

- Application by Foreign Limited Partnership for Authorization to Transact Business in Florida;
Affidavit of Capital Contributions for a Foreign Limited Partnership; and

FF \$125
CUS 5.00
PF \$1000.00
AR Fees: \$377.50

Handwritten initials and date: 'Walt 4/11'

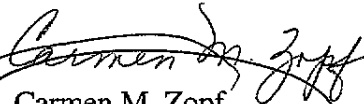
Florida Department of State
January 24, 2000
Page 2

6. Check in the amount of \$1793.75, made payable to the Florida Department of State, representing the filing fees for the above documents.

Please file these documents and return date-stamped and/or certified copies to me in the envelope provided. Should you require anything additional or if you have a questions regarding the enclosures, please do not hesitate to call me.

Thank you for your assistance in this matter.

Very truly yours,


Carmen M. Zopf
Legal Assistant

enclosures

cc: John H. Hough, Esq.
Alisa M. Shin, Esq.



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 1, 2000

CARMEN M. ZOPF
DUANE MORRIS HECKSCHER LLP
249 ROYAL PALM WAY SUITE 403
PALM BEACH, FL 33480

SUBJECT: JEST ASSOCIATES-III, L.L.C.
Ref. Number: W00000002816

✓ We have received your document for JEST ASSOCIATES-III, L.L.C. and your check(s) totaling \$130.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

✓ Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$2377.50.

✓ You must list your Federal Employer Identification Number in the appropriate block. If applied for, enter "applied for", or if not applicable, enter "N/A".

✓ 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 (850) 487-6043.

Shawn Logan
Document Specialist

Letter Number: 400A00004745

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PALM BEACH, FL 33480
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FAX
(561) 366-5401

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DOVER, DE

JOHN HARRISON HOUGH
E-MAIL: *jhhough@duanemorris.com*

February 28, 2000

Shawn Logan
Division of Corporations
P.O. BOX 6327
Tallahassee, Florida 32314

Re: JEST ASSOCIATES-III, L.L.C.

Dear Mr. Logan:

I respectfully submit this request for the waiver of the \$1000 per year penalty assessed against JEST ASSOCIATES-III, L.L.C. (the "LLC") for late registration to do business in Florida. A copy is enclosed for your ready reference. ✓

The entity was formed by out-of-state counsel, who did not realize the necessity to register, since the entity only held a residence. Out-of-state counsel's home state does not require foreign entities to register just for rental real estate. When we discovered that the real estate was rented, we advised of the necessity to qualify. The failure to qualify to conduct business within the state of Florida was an inadvertent oversight and in no way intentional or willful, either on our part or on the part of our client. ✓

Immediately upon discovering this oversight, we took the necessary steps to qualify the entity in Florida. Consequently, we would greatly appreciate relief, either in the form of a full waiver or abatement of these penalties.

Sincerely,



John Harrison Hough
for DUANE, MORRIS & HECKSCHER LLP

jhh:cmz
Enclosure

TO: Gerry York, General Counsel's Office
FROM: Gretchen S. Harvey, Registration Section
DATE: March 6th, 2000
SUBJECT: JEST ASSOCIATES-III, L.L.C.
REFERENCE: W00000002816

Pursuant to Mr. Hough's letter of February 28th, the attached documents and correspondence are being forwarded to you for appropriate handling.

Please note the attached documents appear to meet the filing requirements stipulated in Chapter 607, Florida Statutes, with the exception of any penalty or annual report fees that may be due this office.

Should you have any further questions concerning this matter, please do not hesitate to get in touch.

/gsh

✓



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
OFFICE OF THE GENERAL COUNSEL

F A C S I M I L E T R A N S M I T T A L

TO FAX NUMBER: (561) 366-5401

Please deliver the following pages to:

NAME: John Harrison Hough, Esq.,

COMPANY: Duane, Morris & Hecksher LLP

CITY/STATE: Palm Beach, Florida

SENDER: Gerard T. York, Esq.,
Assistant General Counsel

DATE/TIME: 03/08/00 2:17 PM

NUMBER OF PAGES (including transmittal sheet):2

FROM FAX: 850/922-5763 (Suncom 292-5763)

COMMENTS: This communication is in response to your letter to Shawn Logan at the Division of Corporations regarding annual report fees and statutory penalties which would be assessed against Jest Associates-III, L.L.C., under section 607.1502(4), Florida Statutes.

We would, however, offer to settle the issue of annual report fees and foreign non-qualified penalties from 1998 for the sum of \$1377.50, reflecting annual report fees from 1998 of \$377.50 and penalties from 1998 of \$1000.00 assessed at the statutory minimum of \$500.00 per year. This offer remains in effect until April 7, 2000.

Jest Associates

✓ Ok w/ Hough
LM 3/10/00

✓

Upon completion of the application and receipt of a check in that amount payable to the Department of State, Division of Corporations, I will instruct the Division of Corporations to issue Jest Associates-III, L.L.C., a Certificate of Authority to transact business in Florida. Please mail the check to this attorney at: Office of General Counsel, LL-10, The Capitol, Tallahassee, Florida 32399-0250.

Please do not hesitate to contact me should you have any questions.

If there are any problems in receiving this transmission, call Cara at 850/414-5536 or Suncom 994-5536.

LL-10 • THE CAPITOL • TALLAHASSEE, FLORIDA 32399-0250



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
OFFICE OF THE GENERAL COUNSEL

FACSIMILE TRANSMITTAL

TO FAX NUMBER: (850) 410-1015

Please deliver the following pages to:

NAME: Brenda Tadlock, Division of Corporations

PLACE: Tallahassee, Florida

SENDER: Gerard York, Assistant General Counsel (850) 414-5536

DATE: March 10, 2000

TIME: 3:43 PM

NUMBER OF PAGES (including transmittal sheet): 5

FROM FAX: (850) 922-5763

COMMENTS: This appears to be all that pertains to the LP.

DUANE, MORRIS & HECKSCHER LLP

ATTORNEYS AT LAW
ONE LIBERTY PLACE
PHILADELPHIA, PA 19103-7396
(215) 979-1000

FAX
(215) 979-1020

www.duanemorris.com

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JONATHAN H. LANDER
DIRECT DIAL: (215) 979-1782
E-MAIL: JHLander@duanemorris.com

April 3, 2000

VIA EXPRESS MAIL
RETURN RECEIPT REQUESTED

Gerard T. York, Esquire
Assistant General Counsel
Florida Department of State
Office of the General Counsel
LL-10, The Capitol
Tallahassee, Florida 32399-0250

RECEIVED

APR 06 2000

Office of General Counsel
Tallahassee, Florida

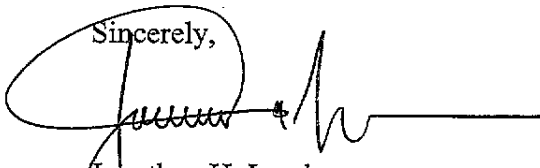
Re: **Jest Associates-III, L.L.C.**

Dear Mr. York:

Pursuant to your facsimile dated March 8, 2000 (copy enclosed for your reference), enclosed are two checks payable to the Florida Department of State in the total amount of \$1,377.50. These checks represent payment in full of the filing fee and statutory minimum penalty required by your fax transmission. Would you be so kind as to issue the Certificate of Authority to Jest Associates-III, L.L.C.

Thank you very much for your assistance in this matter. Please feel free to give me or my partner, John Harrison Hough, a call should you have any questions in this matter.

Sincerely,



Jonathan H. Lander
for DUANE, MORRIS & HECKSCHER LLP

JHL:mgb
Enclosures

cc: John Harrison Hough, Esquire

PH3\655093.1



Department of State

Memorandum Office of the General Counsel

TO: File

FROM: Gerard York, Assistant General Counsel

DATE: April 6, 2000

RE: Jest Associates-III, L.L.C.

Based on my review of the file and the payments received from the above LLC, it is my recommendation that this file be closed. LLC has paid outstanding report fees from 1998 of \$ 377.50 and foreign non-qualified penalties of \$ 1000.00 assessed at the statutory minimum of \$500.00 per year. LLC wishes to be qualified to do business in the State of Florida. Accordingly, it is recommended LLC be issued a certificate of authority.

/gty

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PALM BEACH, FL 33480
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E-MAIL: cmzopf@duanemorris.com

FAX
(561) 366-5401

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April 7, 2000

VIA FEDEX

Ms. Brenda Tadlock
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

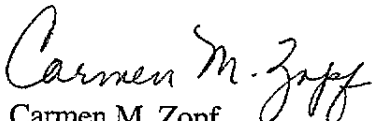
Re: Jest Associates-III, L.L.C.

Dear Ms. Tadlock:

Pursuant to our telephone conference this morning with Jonathan Lander, enclosed is the original application package that was returned to us for the above-referenced entity. ✓

Thank you for your assistance in this matter.

Very truly yours,


Carmen M. Zopf
Legal Assistant

Enclosures

cc: Jonathan Lander, Esq. (w/encs. via fax)
John H. Hough, Esq.

PB\3311.1

✓

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. JEST ASSOCIATES-III, L.L.C.
(Name of foreign limited liability company)

2. Delaware 3. 23-3024084
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. June 11, 1998 5. 2038
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. October 1, 1998
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. c/o WWF Paper Corporation, Two Bala Plaza
Bala Cynwyd, PA 19004
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here

9. The usual business addresses of the managing members or managers are as follows:

c/o WWF Paper Corporation
Two Bala Plaza
Bala Cynwyd, PA 19004

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR 10 PM 2:50

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: General Partner
of Limited Partnership that rents real property located in Florida.

Edward V. Furlong, Jr.
Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)
Edward V. Furlong, Jr., President
Typed or printed name of signee

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

JEST ASSOCIATES-III, L.L.C.

2. The name and the Florida street address of the registered agent and office are:

John Harrison Hough

(Name)

c/o Duane, Morris & Heckscher LLP

249 Royal Palm Way, Suite 403

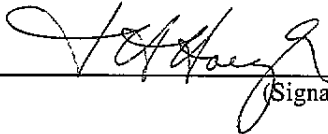
Florida street address (P.O. Box NOT ACCEPTABLE)

Palm Beach, FL 33480

City/State/Zip

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR 10 PM 2:50

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..



(Signature)

| | |
|-----------|----------------------------------|
| \$ 100.00 | Filing Fee for Application |
| \$ 25.00 | Designation of Registered Agent |
| \$ 30.00 | Certified Copy (optional) |
| \$ 5.00 | Certificate of Status (optional) |

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 "JEST ASSOCIATES-III, L.L.C." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTH DAY OF JANUARY, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

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001006712

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01-05-00
001006712

PAGE 1



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: