



THE UNITED STATES
CORPORATION
COMPANY

M 99000001347

ACCOUNT NO. : 072100000032

REFERENCE : 354366 4320946

AUTHORIZATION :

COST LIMIT : \$ ~~50~~ 390000
Patricia P. [signature]

ORDER DATE : August 25, 1999

ORDER TIME : 9:48 AM

ORDER NO. : 354366-005

CUSTOMER NO: 4320946

400002971034--6

CUSTOMER: Ms. Shawn Alexander
Tucker Flyer
1615 L Street, N.w.
Suite #400
Washington, DC 200365601

FOREIGN FILINGS

NAME: DISSON FURST AND PARTNERS
LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX (2) CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 AUG 26 PM 2:03

RECEIVED
99 AUG 26 AM 11:41
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32304
hjl
8/26/99

**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. Disson Furst and Partners LLC

(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)

2. Delaware

(Jurisdiction under the law of which foreign limited liability company is organized)

3. _____

(FEI number, if applicable)

4. 4/5/99

(Date of Organization)

5. perpetual

(Duration: Year limited liability company will cease to exist or "perpetual")

6. upon filing

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

7. 5301 Wisconsin Avenue, N.W., Suite 325, Washington, D.C. 20015

(Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:

TITLE:

NAME & ADDRESS:

TITLE:

Stephen L. Disson

MGRM

5301 Wisconsin Avenue, N.W., Ste. 325

Washington, D.C. 20015

Allen S. Furst

MGRM

5301 Wisconsin Avenue, N.W., Ste 325

Washington, D.C. 20015

Mark Gorski

MGRM

600 Montgomery Street

San Francisco, CA 94111

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state 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.)

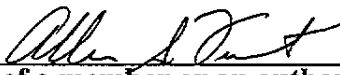
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
66 AUG 26 PM 2:03

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
AUG 26 PM 2:03

The undersigned member or authorized representative of a member of Disson Furst and
Partners LLC certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$2,500,000;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$_____;
(A description of the property is attached and made a part hereto.)
and
- 4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$2,500,000.
(This total includes amounts from 2 and 3 above.)



Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this
affidavit constitutes an affirmation under the penalties of perjury that the facts
stated herein are true.)

Allen S. Furst

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

**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:

Disson Furst and Partners LLC

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

Corporation Service Company

(Name)

1201 Hays Street

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

Tallahassee,

FL 32301

City/State/Zip

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.



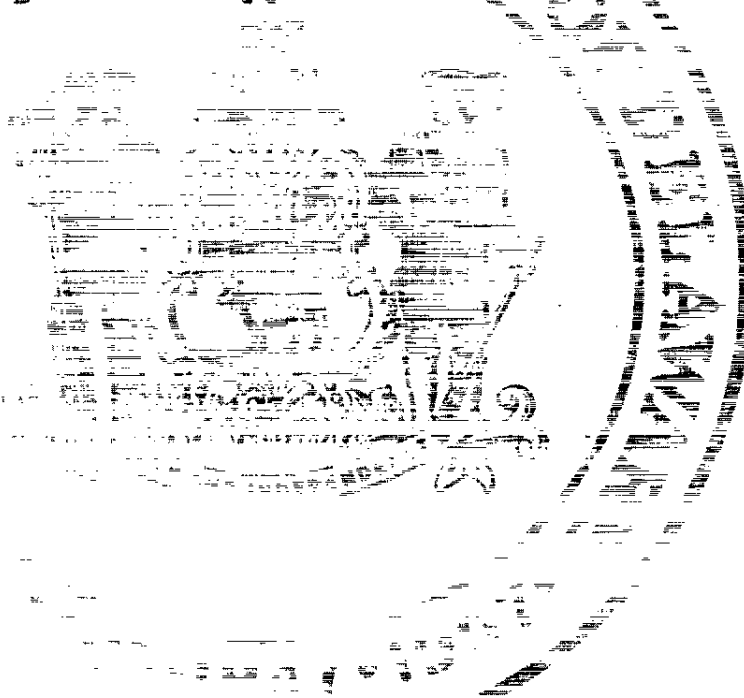
(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 AUG 26 PM 2:03

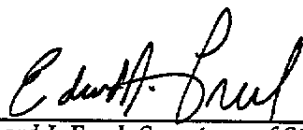
State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DISSON FURST AND PARTNERS LLC" 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 TWENTY-THIRD DAY OF AUGUST, A.D. 1999.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 AUG 26 PM 2:03





Edward J. Freel, Secretary of State

3025671 8300

991351766

AUTHENTICATION:

9934982

DATE:

08-23-99