

Filing Fee: \$100.00

ID Number: 98785



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division

FOREIGN LIMITED PARTNERSHIP
APPLICATION FOR CERTIFICATE OF REGISTRATION

Pursuant to the provisions of Section 7-13-49 of the General Laws, 1956, as amended, the undersigned foreign limited partnership hereby applies for a Certificate of Registration to transact business in the State of Rhode Island and for that purpose submits the following statement:

- The name of the limited partnership is Proteus Zamias, L.P.
(The name must contain the words "limited partnership" or the letters and punctuation "L.P.")
and, if different, the name which it proposes to register and transact business in the state of Rhode Island is _____
- The limited partnership is organized under the laws of Pennsylvania and the date of its formation is November 6, 1997.
- The general character of the business it proposes to transact in Rhode Island is acquisition by purchase, lease or otherwise of real estate.
- The name and address of the agent for service of process is Corporation Service Company
(Name of Agent)
170 Westminster Street, Suite 900 Providence RI 02903
(Street Address, not P.O. Box) (City/Town) (Zip Code)
- The foreign limited partnership hereby agrees that if the foreign limited partnership fails to appoint an agent for service of process or, if appointed, the agent's authority has been revoked or if the agent cannot be found or served with the exercise of reasonable diligence, the foreign limited partnership appoints the Secretary of State of the State of Rhode Island as its agent for service of process.
- The address of the office required to be maintain in the state of its organization by the laws of that state or, if not so required, of the principal office of the foreign limited partnership is:
300 Market Street, Johnstown, PA 15901

FILED

JAN 23 1998

By [Signature]

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SECRETARY OF STATE
CORPORATIONS DIV.
JAN 23 12 23 PM '98
DEC 24 1 13 PM '97

7. The name and business address of each general partner

General Partner	Business Address
<u>Danian G. Zambias</u>	<u>300 Market Street, Johnstown, PA 15901</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

8. The address of the office at which is kept a list of the names and addresses of the limited partners and their capital contributions, together with an undertaking by the foreign limited partnership to keep those records until the foreign limited partnership's registration in this state is cancelled or withdrawn is:

300 Market Street, Johnstown, PA 15901

9. A mailing address for the foreign limited partnership is: 300 Market Street, Johnstown, PA 15901

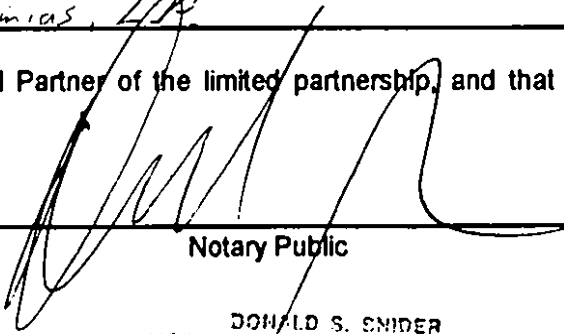
Dated December 16, 1997

Proteus Zambias, L.P.
(Exact name of Limited Partnership making application)

By 
Damian G. Zambias General Partner

STATE OF New York
COUNTY OF New York

In New York, on this 16th day of December, 19 97, personally appeared before me Damian G. Zambias, who, being by me first duly sworn, declared that he/she is a General Partner of the Proteus Zambias, L.P., that he/she signed the foregoing documents as a General Partner of the limited partnership, and that the statements therein contained are true.


Notary Public
DONALD S. SNIDER
NOTARY PUBLIC, State of New York
No. 60-3751366
Qualified in Westchester County
Term Expires November 30, 1999



COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

DECEMBER 18, 1997

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

PROTEUS ZAMIAS, L.P.

I, Yvette Kane, Secretary of the Commonwealth of Pennsylvania do hereby certify that the foregoing and annexed is a true and correct photocopy of Certificate of Limited Partnership

which appear of record in this department.



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

A handwritten signature in cursive script, reading "Yvette Kane".

Secretary of the Commonwealth

SSCH

9781-1616

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Microfilm Number _____

Filed with the Department of State on _____

Entry Number 2783701

 Secretary of the Commonwealth

CERTIFICATE OF LIMITED PARTNERSHIP

DEC-18-8811 (Rev. 88)

In compliance with the requirements of 15 Pa.C.S. § 8511 (relating to certificate of limited partnership), the undersigned, desiring to form a limited partnership, hereby certifies that:

1. The name of the limited partnership is: PROTEUS ZAMIAS, L.P.

2. The (a) address of this limited partnership's initial registered office in this Commonwealth or (b) commercial registered office provider and the county of venue is (the Department is hereby authorized to correct if following address to conform to the records of the Department):

(a) 300 Market Street Johnstown PA 15 Cambria
 Number and Street City State P County

(b) Name of Commercial Registered Office Provider _____ County _____

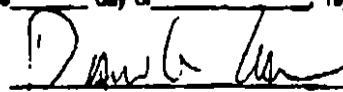
For a limited partnership sponsored by a commercial registered office provider, the county in (b) shall be deemed the county in which the limited partnership is located for venue and official publication purposes.

3. The name and business address of each general partner of the partnership is:

Name	Address
<u>Maxian G. Zamias</u>	<u>300 Market Street, Johnstown, PA 15901</u>

4. The specified effective date, if any: _____
 month day year hour, if any

IN TESTIMONY WHEREOF, the undersigned general partner(s) of the limited partnership has (have) executed this certificate this 6th day of November, 19 97.


 Maxian G. Zamias

PA DEPT. OF STATE

NOV - 6 1997