

Filing Fee: \$100.00

ID Number: 106197



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State  
Corporations Division  
100 North Main Street  
Providence, Rhode Island 02903-1335

RECEIVED  
SECRETARY OF STATE  
APR 23 2 36 PM '99

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:

1. The name of the limited partnership is Japonica Partners, L.P. *ok. attached consent*  
(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

2. The limited partnership is organized under the laws of Delaware and the date of its formation is 3/4/94

3. The general character of the business it proposes to transact in Rhode Island is Management consulting, and to transact any other lawful business permitted from time to time under the Rhode Island Uniform Limited Partnership Act.

4. The name and address of the agent for service of process is Japonica Partners Management Company, Ltd.  
(Name of Agent)  
30 Kennedy Plaza Providence RI 02903  
(Street Address, not P.O. Box) (City/Town) (Zip Code)

5. 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limited partnership fails to appoint an agent for service of process or, if appointed, the agent's authority has been revoked or if the agent cannot be found or served with the exercise of reasonable diligence, the foreign limited partnership appoints the Secretary of State of the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.

6. 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:

c/o Corporation Service Company, 1013 Centre Road, Wilmington, DE 19805

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APR 29 1999  
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*State of Delaware*  
*Office of the Secretary of State* PAGE 1

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF LIMITED PARTNERSHIP OF "JAPONICA PARTNERS, L.P.", FILED IN THIS OFFICE ON THE FOURTH DAY OF MARCH, A.D. 1994, AT 11:30 O'CLOCK A.M.



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*Edward J. Freel, Secretary of State*

2383795 8100

991163643

AUTHENTICATION: 9708358

DATE: 04-26-99

JAPONICA PARTNERS, L.P.  
CERTIFICATE OF LIMITED PARTNERSHIP

THIS CERTIFICATE OF LIMITED PARTNERSHIP is made as of the 3rd day of March, 1994 by P.B. Kazarian, Ltd., a Delaware corporation, as General Partner.

W I T N E S S E T H T H A T:

FIRST. Name. The name of the limited partnership (herein referred to as the "Partnership") is Japonica Partners, L.P.

SECOND. Registered Office; Registered Agent. The address of the registered office of the Partnership in the State of Delaware is: 32 Lockerman Square, Suite L-100 in the City of Dover, County of Kent. The name of its registered agent at such address is The Prentice-Hall Corporation System. The General Partner hereby designates such registered agent as its personal registered agent and attorney upon whom may be served any process, notice or demand which arises out of the conduct of the business and affairs of the Partnership and which is required or permitted by law to be served upon the General Partner or the Partnership.

THIRD. Name and Address of the General Partner. The name and the business address of the General Partner is as follows:

<u>General Partner</u>	<u>Mailing Address</u>
P.B. Kazarian, Ltd.	30 Kennedy Plaza Providence, RI 02903

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 11:30 AM 03/04/1994  
944034034 - 2383795

IN WITNESS WHEREOF, this Certificate has been duly executed  
by the General Partner as of the day and year first above  
written.

P.B. KAZARIAN, Ltd.

By:

  
Paul B. Kazarian  
President

*State of Delaware*  
*Office of the Secretary of State* PAGE 1

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"JAPONICA PARTNERS, L.P.", A RHODE ISLAND LIMITED PARTNERSHIP,

WITH AND INTO "JAPONICA PARTNERS, L.P." UNDER THE NAME OF "JAPONICA PARTNERS, L.P.", A LIMITED PARTNERSHIP ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTH DAY OF MARCH, A.D. 1994, AT 1 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

*Edward J. Freel, Secretary of State*

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AUTHENTICATION: 9708359

DATE: 04-26-99

ID:

MAR 07'94 16:21 No.037 P.02  
STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 01:00 PM 03/07/1994  
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**CERTIFICATE OF MERGER**

**OF**

**Japonica Partners, L.P.  
(a Rhode Island limited partnership)**

**INTO**

**Japonica Partners, L.P.  
(a Delaware limited partnership)**

\* \* \* \* \*

Pursuant to the provisions of Section 17-211 of the Delaware Revised Uniform Limited Partnership Act (the "Act"), Japonica Partners, L.P., a limited partnership organized under the Act,

**DOES HEREBY CERTIFY:**

**FIRST:** That the name and jurisdiction of organization of each of the constituent limited partnerships of the merger are as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
Japonica Partners, L.P.	Rhode Island
Japonica Partners, L.P.	Delaware

**SECOND:** That an Agreement of Merger has been approved and executed by each of the constituent limited partnerships.

**THIRD:** That the name of the surviving limited partnership is Japonica Partners, L.P. (the "Surviving Limited Partnership"), which will continue its existence as a Delaware limited partnership under and pursuant to the Delaware Revised Uniform Limited Partnership Act.

**FOURTH:** That the merger shall be effective upon the filing of this certificate of merger with the Delaware Secretary of State, but in no event shall the effective date be later than March 31, 1994.

**FIFTH:** That the Agreement of Merger is on file at the following place of business of the Surviving Limited Partnership:

30 Kennedy Plaza  
Providence, Rhode Island 02903

SIXTH: That a copy of the Agreement of Merger will be furnished by the Surviving Limited Partnership, on request and without cost, to any partner of any domestic limited partnership or any person holding an interest in any other business entity which is to merge or consolidate.

Signed on March 7, 1994.

GENERAL PARTNER:

P.B. Kazarian, Ltd.

By: 

Paul B. Kazarian  
President

JAPONICA PARTNERS, Ltd.  
30 Kennedy Plaza  
Providence, RI 02903

April 28, 1999

State of Rhode Island  
Secretary of State  
Corporations Division  
100 North Main Street  
Providence, RI 02903

Re: Japonica Partners, L.P.

Ladies/Gentlemen:

The undersigned Rhode Island corporation hereby consents to the use of the name "Japonica Partners, L.P." by a Delaware limited partnership, presently qualifying to do business in the State of Rhode Island, such qualification being made by Paul B. Kazarian, President of Japonica Partners Management Company, Ltd., the General Partner of Japonica Partners, L.P. or any successor thereof.

JAPONICA PARTNERS, Ltd.

By: Paul B. Kazarian  
Name: Paul B. Kazarian  
Title: President