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ACCOUNT NO. : 072100000032

REFERENCE : 520015 4307146

AUTHORIZATION

Patricia Pigato

COST LIMIT : \$ 70.00

ORDER DATE : April 9, 2002

ORDER TIME : 9:57 AM

ORDER NO. : 520015-020

500005289755--5

CUSTOMER NO: 4307146

CUSTOMER: Ms. Christy Nishioka
Mayer Brown Rowe & Maw
350 S. Grand Avenue
25th Floor
Los Angeles, CA 90071

FOREIGN FILINGS

NAME: MBR&M SUBSIDIARY, INC.

BK

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea -- EXT# 1114

EXAMINER: _____

FILED
02 APR 17 PM 12:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
02 APR 17 AM 11:26
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO 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. MBR&M Subsidiary, 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. 01-0601179

(FEI number, if applicable)

4. February 20, 2002

(Date of incorporation)

5. Perpetual

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

6. Upon qualification

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. c/o Mayer, Brown, Rowe & Maw, 350 S. Grand Avenue, 25th Floor, Los Angeles, CA 90095

(Principal office address)

c/o Mayer, Brown, Rowe & Maw, 350 S. Grand Avenue, 25th Floor, Los Angeles, CA 90071

(Current mailing address)

8. To provide human resources services and any other lawful purpose.

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

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

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)

Florida 32301

(Zip code)

10. **Registered agent's 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 obligations of my position as registered agent.

Corporation Service Company

Bobbie Hall

(Registered agent's signature) Bobbie Hall, Asst. vice president

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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Jennifer E. Fisher

Address: c/o Mayer, Brown, Rowe & Maw, 350 S. Grand Avenue, 25th Floor
Los Angeles, CA 90071

Director: _____

Address: _____

B. OFFICERS

President: Jennifer E. Fisher

Address: c/o Mayer, Brown, Rowe & Maw, 350 S. Grand Avenue, 25th Floor
Los Angeles, CA 90071

Vice President: _____

Address: _____

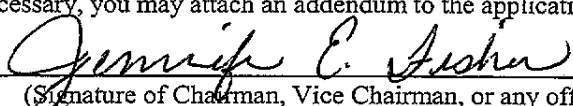
Secretary: Jennifer E. Fisher

Address: c/o Mayer, Brown, Rowe & Maw, 350 S. Grand Avenue, 25th Floor, Los Angeles, CA 90071

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. Jennifer E. Fisher, Secretary
(Typed or printed name and capacity of person signing application)

FILED
APR 17 PM 12:37
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Delaware

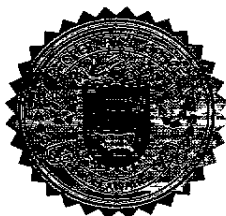
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MER&M SUBSIDIARY, 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 ELEVENTH DAY OF APRIL, A.D. 2002.

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

FILED
02 APR 17 PM 12:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



3493873 8300

020231173

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1716250

DATE: 04-11-02