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DIVISION OF CORPORATIONS

C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, Florida 32301

City State Zip Phone
904-222-1092

CORPORATION(S) NAME

900001517759
-06/20/95--01078--004
*****52.50 *****52.50

900001517759
-06/20/95--01078--003
*****70.00 *****70.00

6/20

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

Artee Holding Corp.

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
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- Mail Out
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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
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. Artree Holding Corp.
(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. 13-3837464 (FEI number, if applicable)
4. June 12, 1995 (Date of Incorporation)
5. perpetual (Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification (Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.156, F.S.))
7. c/o Chemical Bank, 380 Madison Avenue
New York, New York 10017 (Current mailing address)
8. Hold real estate & operate property (Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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9. Name and street address of Florida registered agent:

Name: C T CORPORATION SYSTEM

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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.

CT CORPORATION SYSTEM

Margaret Bertosen

(Registered agent's signature) (Officer)

Margaret Bertosen, Asst. Secretary

(Type Name and Title of Officer)

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 addresses of officers and/or directors:

A. DIRECTORS

Gordon Tsou
380 Madison Avenue, 12th FL, New York, NY 10017

Joseph R. Skibo
380 Madison Avenue, 12th FL, New York, NY 10017

John C. F. Clarke
380 Madison Avenue, 12th FL, New York, NY 10017

Robert R. Costa
380 Madison Avenue, 12th FL, New York, NY 10017

B. OFFICERS

President: Gordon Tsou
Address: 380 Madison Avenue, 12th FL, New York, NY 10017


Vice President: John C.F. Clarke
Robert R. Costa
Address: 380 Madison Avenue, 11th FL, New York, NY 10017

Vice President & Secretary: Georgiana Dorr
Address: 380 Madison Avenue, 12th FL, New York, NY 10017

Vice President & Assistant Secretary:
Dwight I. Arnesen
Richard E. Biel
Robert C. Carroll
Donald V. Davis
Pamela J. Dent
Michael G. Garaufis
Joseph R. Skibo
Mark P. Braconnier
Edward C. Collins
Nancy J. DeParis
Miriam T. Kulnis
Jeanine M. Tepper
Address: 380 Madison Avenue, 12th FL, New York, NY 10017

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Treasurer: Martin Danowitz
Address: 380 Madison Avenue, 9th F., New York, NY 10017

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

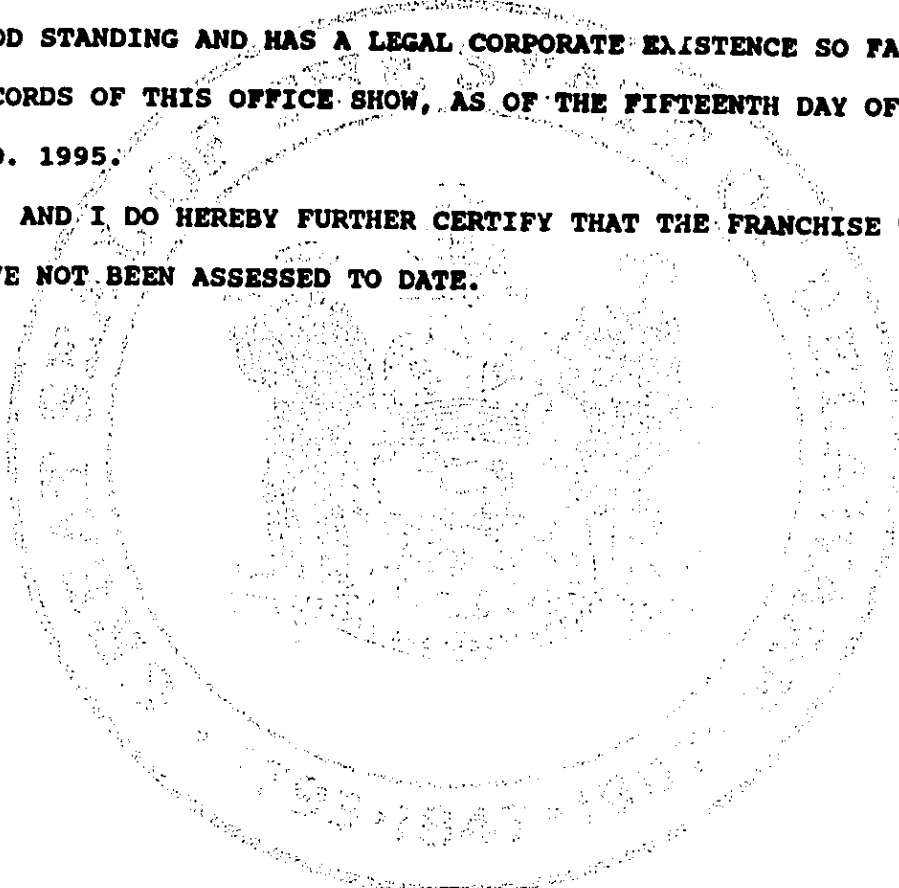
14. Georgiana M. Dorr
(Typed or printed name and capacity of person signing application)

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ARTREE HOLDING CORP." 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 FIFTEENTH DAY OF JUNE, A.D. 1995.

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



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Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

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