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PREMIER HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 971358 4300087

AUTHORIZATION :

Patricia Pizub

COST LIMIT : \$ 70.00

ORDER DATE : May 30, 1996

ORDER TIME : 10:24 AM

ORDER NO. : 971358

CUSTOMER NO: 4300087

500001858345

CUSTOMER: Fran Black, Legal Asst
Bachner Tally Polevoy & Misher
380 Madison Avenue
18th Floor
New York, NY 100172513

FOREIGN FILINGS

NAME: TJG HOLDINGS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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RECEIVED
96 JUN 11 AM 11:13
DIVISION OF CORPORATIONS

**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. TJG Holdings, 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. New York
(State or country under the law of which it is incorporated)

3. 13-3614233
(FEI number, if applicable)

4. 4/24/91
(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 817.155, F.S.))

7. c/o TGM Associates L.P., 650 Fifth Avenue, 28th Floor
New York, New York 10019
(Current mailing address)

8. Acquiring real property and collecting income from such property.
(Purpose(s) of corporation authorized in home state or country to be carried out in the 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, Suite 105

Tallahassee, 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

By: Vicki Schreiber, Asst. V.P.
(Registered agent's signature)

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.

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12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Thomas Gochberg, Sole Director

Address: c/o TGM Associates L.P., 650 Fifth Avenue, 28th Floor, New York, NY 10019

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable) SEE ADDENDUM ATTACHED

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

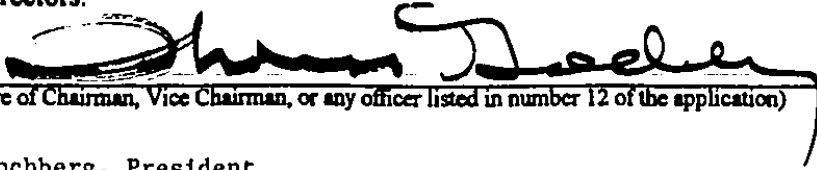
Address: _____

Treasurer: _____

Address: _____

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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. Thomas Gochberg, President
(Typed or printed name and capacity of person signing application)

ADDENDUM

Thomas Gochberg	President/Assistant Secretary*
Steven C. Macy	Executive Vice President/Assistant Secretary*
Paul V. Meichelbeck	Senior Vice President/Treasurer*
Diana McFarland	Vice President/Secretary*
Lentrice Gochberg	Vice President/Assistant Secretary*
John Gochberg	Assistant Vice President/Assistant Secretary*
Joyce Rothblum	Vice President*
Robert J. Steves	Senior Vice President*
Alan E. Linder, Esq.	Assistant Secretary*

*The address for all officers is c/o TGM Associates L.P., 650 Fifth Avenue, 28th Floor, New York, New York 10019.

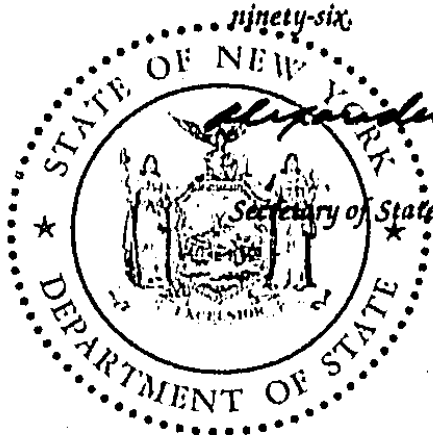
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State of New York | **ss:**
Department of State

I heroby certify, that the certificate of incorporation of TJC HOLDINGS, INC. was filed on 04/24/1991, with perpetual duration, and that I have made a diligent examination of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, I find no such certificate, order or record, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 31st day of May
one thousand nine hundred and
ninety-six,

Elizabeth F. Treadwell



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