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ACCOUNT NO. : 072100000032

REFERENCE : 101049 4307884

AUTHORIZATION : *Patricia Pujat*

COST LIMIT : \$ 70.00

ORDER DATE : January 15, 1999

ORDER TIME : 11:39 AM

ORDER NO. : 101049-015

300002745583--8

CUSTOMER NO: 4307884

*W99-1265*

CUSTOMER: Wendy Lee, Esq  
Windels, Marx, Davies & Ives  
156 West 56th Street

New York, NY 10019

FOREIGN FILINGS

NAME: PAMI-FL16 INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

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DIVISION OF CORPORATIONS  
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DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

January 19, 1999

CSC

SUBJECT: PAMI-FL16 INC.  
Ref. Number: W99000001265

We have received your document(s) in this office, however, a copy of the document is being returned for the following:

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays  
Document Specialist

Letter Number: 399A00002348

**RESUBMIT**  
Please give original  
submission date as file date.

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DIVISION OF CORPORATIONS

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. PAMI-FL16 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. Applied For  
(FEI number, if applicable)
4. September 1, 1998  
(Date of Incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon registration  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.156, F.S.))
7. c/o Lehman Brothers Inc.  
3 World Financial Center, 12th Floor, New York, NY 10285  
(Current mailing address)
8. All lawful activity  
(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:

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301  
(Zip Code)

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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.*

CORPORATION SERVICE COMPANY

BY: Karen B. Rozar

(Registered agent's signature) (Officer)

Karen B. Rozar, Asst. Sec.

Corporation Service Company

(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    --SEE ATTACHED SCHEDULE--**

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

**B. OFFICERS    --SEE ATTACHED SCHEDULE--**

President: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

**PAMI-FL16 INC. ATTACHMENT TO APPLICATION BY FOREIGN  
CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

**Item #12**

**A. Directors**

<b>Name of Director</b>	<b>Address</b>
Yon K. Cho	c/o Lehman Brothers Inc. 3 World Financial Center New York, New York 10285
Edward J. Meylor	c/o Lehman Brothers Inc. 3 World Financial Center New York, New York 10285

**B. Officers  
(Partial List)**

<b>Name of Officer</b>	<b>Title</b>	<b>Address</b>
Yon K. Cho	President and Treasurer	c/o Lehman Brothers Inc. 3 World Financial Center New York, New York 10285
Edward J. Meylor	Vice President	c/o Lehman Brothers Inc. 3 World Financial Center New York, New York 10285
Dean Marsan	Vice President	c/o Lehman Brothers Inc. 3 World Financial Center New York, New York 10285
Walter F.X. Healy	Vice President and Assistant Secretary	c/o Lehman Brothers Inc. 3 World Financial Center New York, New York 10285
Jennifer Marre	Secretary	c/o Lehman Brothers Inc. 3 World Financial Center New York, New York 10285
Eileen Bannon	Assistant Secretary	c/o Lehman Brothers Inc. 3 World Financial Center New York, New York 10285

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

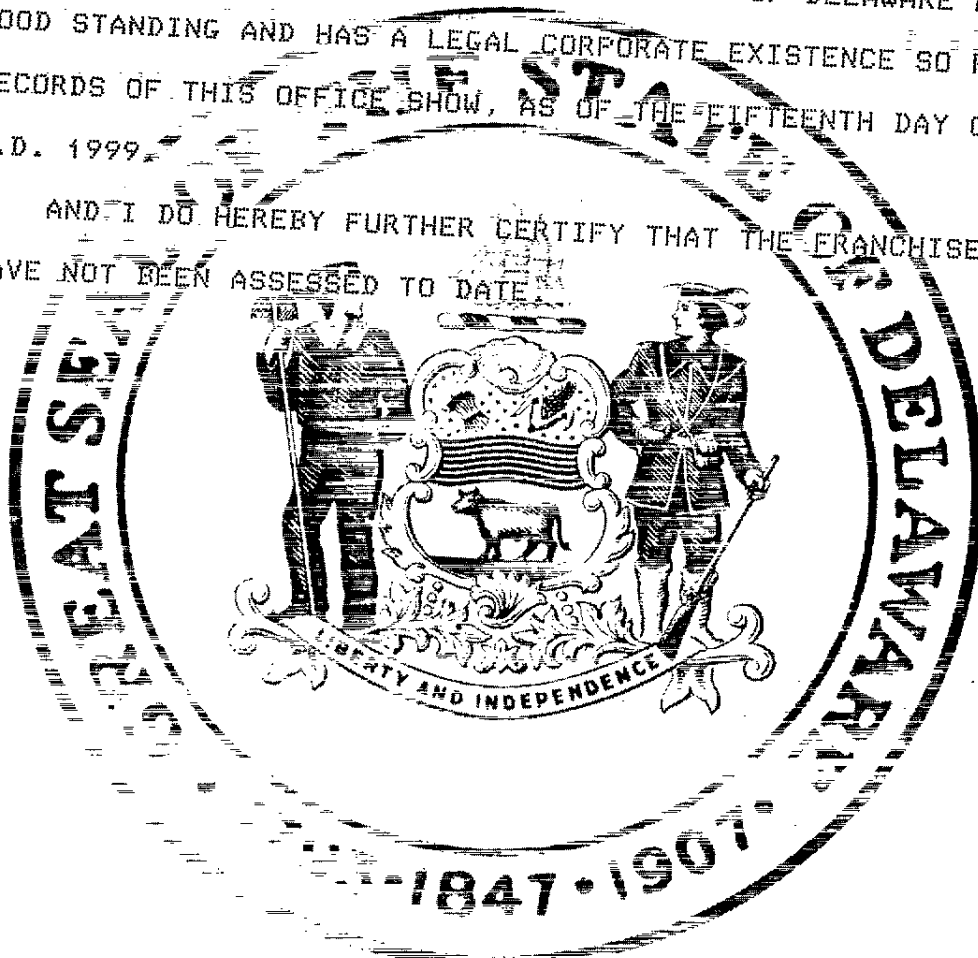
13. Walter F.X. Healy  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Walter F.X. Healy, Vice President  
(Typed or printed name and capacity of person signing application)

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FAMI-FL16 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 FIFTEENTH DAY OF JANUARY, A.D. 1999.

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



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SECRETARY OF STATE  
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*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION:

9523822

DATE:

01-15-99