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ACCOUNT NO. : 072100000032

REFERENCE : 608747 4300426

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 358.75

ORDER DATE : March 1, 2000

ORDER TIME : 11:31 AM

ORDER NO. : 608747-015

300003156943--4

CUSTOMER NO: 4300426

CUSTOMER: Ms. Stacie A. Corrado
Winston & Strawn
200 Park Avenue

New York, NY 10166-4193

FOREIGN FILINGS

NAME: HAHF TRUST II

XXXX QUALIFICATION (TYPE: BST)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX PLAIN STAMPED COPY
- XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

JP 3/16/00

RECEIVED
00 MAR -3 PM 12: 07
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
00 MAR -3 PM 1: 29
SECRETARY OF STATE
DIVISION OF CORPORATIONS

**AFFIDAVIT TO THE SECRETARY OF STATE OF FLORIDA
TO FILE OR QUALIFY
HAHF TRUST II
a Delaware Trust**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
MAR -3 PM 1:29

In accordance with Section 609.02 of the Florida Statue pertaining to Common Law Declarations of Trust, the undersigned, HAHF Trust II; a Delaware Business Trust hereby affirms the following in order to file or qualify HAHF Trust II, in the State of Florida.

1. Two or more persons are named in the Trust.
2. The principal address of the Trust in the State of Delaware is c/o Wilmington Trust Company, Rodney Square North, 1100 North Market Street, Wilmington, Delaware 19890
3. The registered agent and office of the Trust in the State of Florida is:
Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301
4. Acceptance by the registered agent: having been named as registered agent to accept service of process for the above named Declaration of Trust at the place designated in this affidavit, I hereby accept the appointment as registered agent and agree to act in this capacity.
Deborah D. Skipper Deborah D. Skipper
as its agent
[Signature of Registered Agent]
5. I certify that the attached is a true and correct copy of the Certificate of Trust under which the Trust proposes to conduct its business in Florida.

HAHF Trust II

By: Wilmington Trust Company, not in its individual capacity, but solely as trustee of HAHF Trust II

By: James Nesci

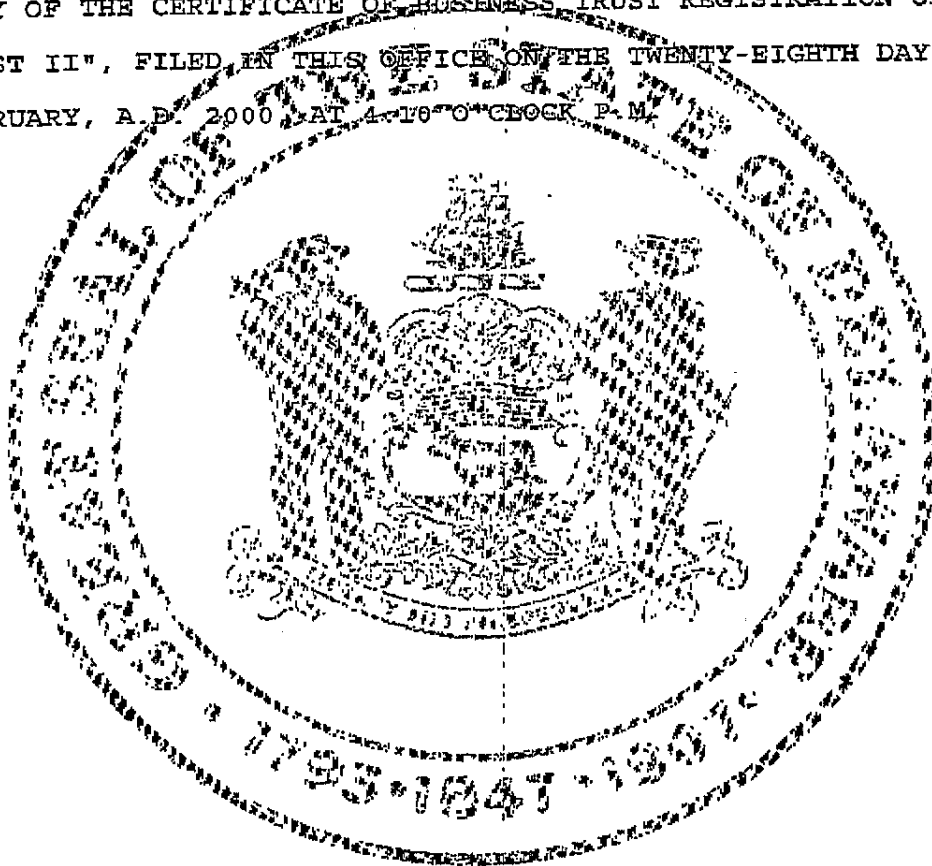
Name: James Nesci
Title: Authorized Signor

013
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

State of Delaware
Office of the Secretary of State

PAGE 00 MAR -3 PM 1:29

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 BUSINESS TRUST REGISTRATION OF "HAHF TRUST II", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF FEBRUARY, A.D. 2000 AT 4:16 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

3184310 8100

001098925

AUTHENTICATION: 0284950

DATE: 02-28-00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 MAR -3 PM 1:29

CERTIFICATE OF TRUST

OF

HAHF TRUST II

THIS CERTIFICATE OF TRUST OF HAHF TRUST II (the "Trust") is being duly executed and filed by the undersigned on behalf of the Trust to form a business trust under the Delaware Business Trust Act (12 Del. Code §3801 et seq.) (the "Act").

1. Name. The name of the business trust being formed is HAHF Trust II.
2. Trustee. The name and business address of the trustee of the Trust with a principal place of business in the State of Delaware is as follows:

Wilmington Trust Company
 Rodney Square North
 1100 North Market Street
 Wilmington, DE 19890
 ATTN: Corporate Trust Administration

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Trust in accordance with Section 3811(a) of the Act.

WILMINGTON TRUST COMPANY
not in its individual capacity but solely as
trustee of the Trust

By: 
 Name: Donald G. MacKelcan
 Title: Vice President