



THE UNITED STATES
CORPORATION
COMPANY

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FILED

99 JUL 28 PM 12: 52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 308198 4300043

AUTHORIZATION :

COST LIMIT : \$ 350

ORDER DATE : July 15, 1999

ORDER TIME : 10:34 AM

ORDER NO. : 308198-005

500002943905--1

CUSTOMER NO: 4300043

CUSTOMER: Vito Piacente, Legal Asst
Proskauer Rose LLP
1585 Broadway

New York, NY 10036-8299

FOREIGN FILINGS

NAME: CARFIN REMAINDER BUSINESS
TRUST

XXXX QUALIFICATION (TYPE: BST)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

RECEIVED
99 JUL 28 PM 12: 11

PH 7/29/99

BL

FILED

AFFIDAVIT TO THE SECRETARY OF STATE OF FLORIDA
TO FILE OR QUALIFY

99 JUL 28 PM 12:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CARFIN REMAINDER BUSINESS TRUST

A DELAWARE TRUST

In accordance with Section 609.02 of the Florida Statutes, pertaining to Common Law Declarations of Trust, the undersigned, the Chairman of the Board of Trustees of Carfin Remainder Business Trust,

(Name of Trust)

a Delaware Trust hereby affirms in order to file or qualify

(State)

Carfin Remainder Business Trust, in the State of Florida.

(Name of Trust)

1. Two or more persons are named in the Trust.

2. The principal address is Attn: Corporate Trust Administration
c/o: Wilmington Trust Company

1100 North Market Street, Wilmington DE 19890

3. The registered agent and office 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.

Corporation Service Company
By: [Signature]

(Signature of Registered Agent)

5. I certify that the attached is a true and correct copy of the Declaration of Trust under which the association proposes to conduct its business in Florida.

SEE ATTACHED ACKNOWLEDGMENTS

Name: WILLIAM J. WADE, TRUSTEE
WILMINGTON TRUST COMPANY, TRUSTEE

ACKNOWLEDGMENT BY TRUSTEE

The undersigned, a Trustee of the applicant, a statutory Delaware business trust (the "Trust"), is William J. Wade, an individual ("WADE"). WADE has signed the attached Application solely for purposes of binding the Trust and assumes no personal liability for the statements or information contained therein.



WILLIAM J. WADE, not in his individual capacity but solely as Trustee

STATE OF DELAWARE)
) ss.
COUNTY OF NEW CASTLE)

SUBSCRIBED AND SWORN TO before me, a Notary Public in and for the State and County aforesaid, this 13 day of July, 1999.


Notary Public

NOTARIAL SEAL
BARBARA A. WHEELER, NOTARY PUBLIC
STATE OF DELAWARE
Date of Appointment: 6-20-98
My Commission Expires: June 20, 2002

ACKNOWLEDGMENT BY TRUSTEE

The undersigned, a Trustee of the applicant, a statutory Delaware business trust (the "Trust"), is Wilmington Trust Company, a Delaware banking corporation ("WTC"). WTC has signed the attached Application by one of its authorized officers solely for purposes of binding the Trust and assumes no personal liability for the statements or information contained therein.

WILMINGTON TRUST COMPANY, not
in its individual capacity but solely as
Trustee

By: _____

Name: **JAMES P. LAWLER**
Title: **Vice President**

STATE OF DELAWARE)
) ss.
COUNTY OF NEW CASTLE)

SUBSCRIBED AND SWORN TO before me, a Notary Public in and for the State and
County aforesaid, this 13th day of July, 1999.

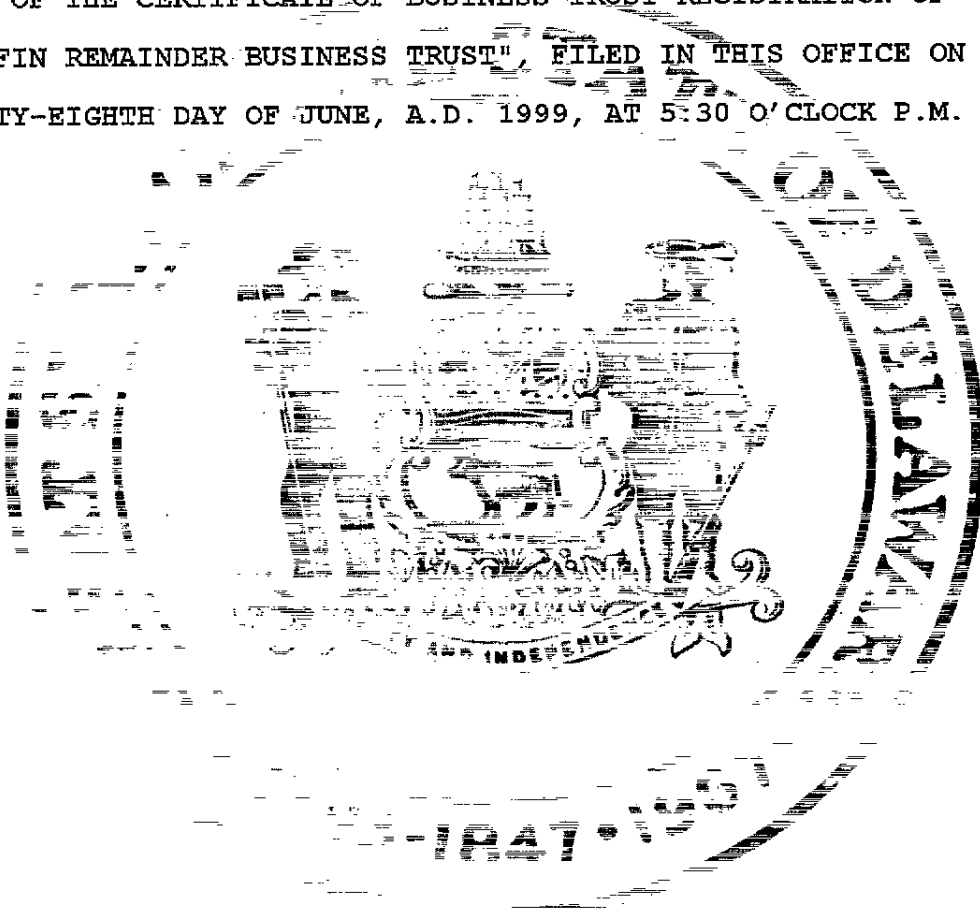
Janel R. Havilla
Notary Public


JANEL R. HAVILLA
NOTARY PUBLIC-DELAWARE
My Commission Expires February 2, 2001

State of Delaware
Office of the Secretary of State

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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 "CARFIN REMAINDER BUSINESS TRUST", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF JUNE, A.D. 1999, AT 5:30 O'CLOCK P.M.




Edward J. Freel, Secretary of State

3062803 8100

991277900

AUTHENTICATION: 9852393

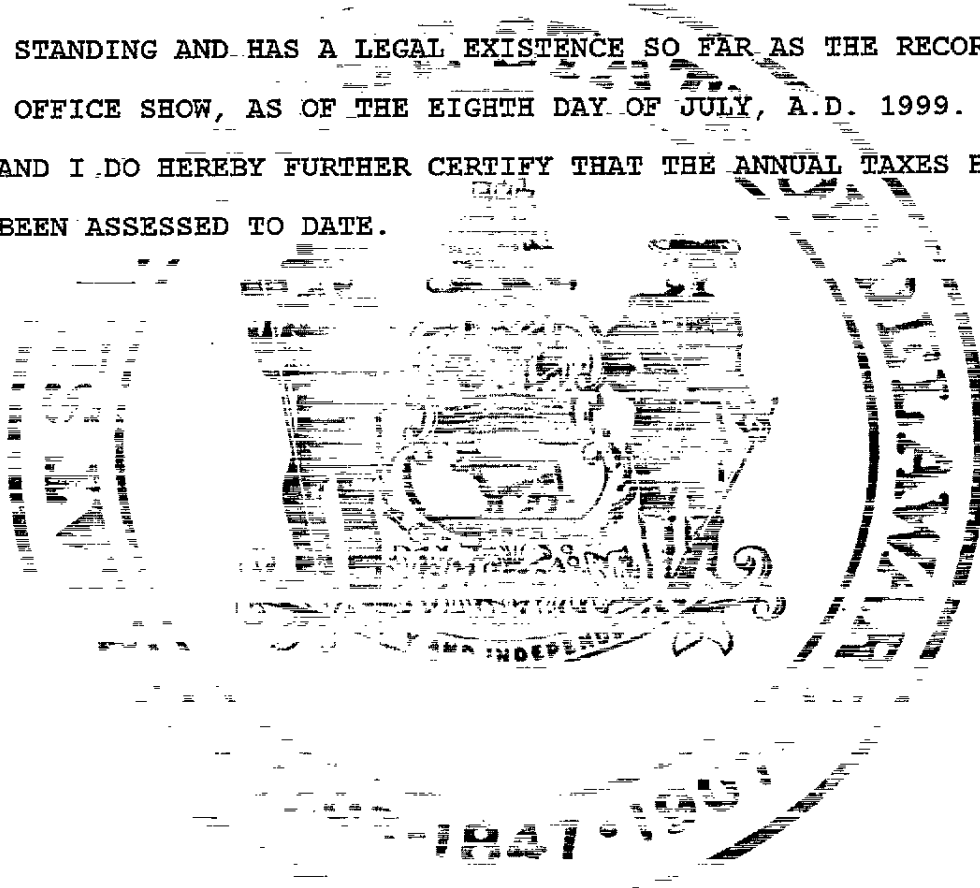
DATE: 07-08-99

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CARFIN REMAINDER BUSINESS TRUST" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTH DAY OF JULY, A.D. 1999.

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



Edward J. Freel

Edward J. Freel, Secretary of State

3062803 8300

991277900

AUTHENTICATION: 9852389

DATE: 07-08-99

CERTIFICATE OF TRUST

OF

99 JUL 28 PM 12:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Carfin Remainder Business Trust

This Certificate of Carfin Remainder Business Trust (the "Trust"), dated June 28, 1999, is being duly executed and filed by Wilmington Trust Company, and William J. Wade, as trustees, to form a business trust under the Delaware Business Trust Act (12 Del. C. §3801 et seq.).

1. Name. The name of the business trust formed hereby is Carfin Remainder Business Trust.
2. Delaware Trustee. The name and business address of the trustee of the Trust in the State of Delaware is Wilmington Trust Company, 1100 North Market Street, Wilmington, Delaware 19890, Attention: Corporate Trust Administration.
3. Effective Date. This Certificate of Trust shall be effective upon filing.

IN WITNESS WHEREOF, the undersigned, being the trustees of the Trust, have executed this Certificate of Trust.

WILMINGTON TRUST COMPANY

By: _____

Name: Patricia A. Evans
Title: Financial Services Officer

William J. Wade
WILLIAM J. WADE