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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 534892 5024449

AUTHORIZATION :

Patricia Project

COST LIMIT : \$ 78.75

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
00 JAN -3 PM 5:01

ORDER DATE : December 30, 1999

ORDER TIME : 1:31 PM

ORDER NO. : 534892-005

800003086238--9

CUSTOMER NO: 5024449

CUSTOMER: Ms. Jeannine M. Cozzati
Lehman Brothers
3 World Financial Center
200 Vesey Street, 24th Fl
New York, NY 10285

FOREIGN FILINGS

NAME: PAMI-LEMB II INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 JAN -3 PM 2:24

37C
1/3/00

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.

00 JAN -3 PM 5:01
CORPORATIONS

1. PAMI-LEMB II 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 3. 13-4088899
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. November 22, 1999 5. Perpetual
(Date of incorporation) (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 817.155, F.S.)
7. c/o Lehman Brothers Inc.
3 World Financial Center, 24th 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 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
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.

Vicki Schreiner 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.

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

00 JAN -3 PM 5:01
DIRECTOR OF CORPORATIONS

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

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: _____

Address: _____

Vice President: _____

Address: _____

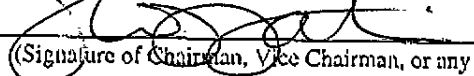
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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. Jeannine Cozzati, Assistant Secretary
(Typed or printed name and capacity of person signing application)

ATTACHMENT TO APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

PAMI-LEMB II INC.

12. A. Names and addresses of Directors:

NAME	ADDRESS
Yon K. Cho	c/o Lehman Brothers Inc. 3 World Financial Center New York, New York 10285
Jay Flannery	c/o Lehman Brothers Inc. 3 World Financial Center New York, New York 10285

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CORPORATION

12. B. Names and addresses of Officers:

NAME	OFFICE	ADDRESS
Yon K. Cho	President	The address of each of its officers is: c/o Lehman Brothers Inc. 3 World Financial Center New York, New York 10285
Christopher S. McKenna	Vice President	
Barry J. O'Brien	Vice President	
Edward Grieb	Vice President	
Oliver Budde	Vice President	
Leonard Lauricella	Vice President	
Anthony Taranto	Vice President	
David Goldfarb	Vice President	
Karen C. Manson	Vice President	
Jennifer Marre	Secretary and Vice President	
Eileen Bannon	Assistant Secretary	
Madeline L. Shapiro	Assistant Secretary	
Jeannine Cozzati	Assistant Secretary	
Daniel O. Minerva	Treasurer	
Kathryn Bopp-Flynn	Assistant Treasurer	
Robert Murach	Assistant Treasurer	

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PAMI-LEMB II 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 TWENTY-EIGHTH DAY OF DECEMBER, A.D. 1999.

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

RECEIVED
SECRETARY OF STATE
00 JAN - 3 PM 5:01



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

0166935

DATE:

12-28-99