



F00000003465

ACCOUNT NO. : 072100000032

REFERENCE : 734055 4320919

AUTHORIZATION

Patricia Kyjuts

COST LIMIT : \$ 70.00

FILED OF STATE
SECRETARY OF CORPORATIONS
00 JUN 19 PM 3:52

ORDER DATE : June 16, 2000

ORDER TIME : 11:40 AM

800003295678--3

ORDER NO. : 734055-025

CUSTOMER NO: 4320919

CUSTOMER: Donna Egan, Legal Asst
Macandrews & Forbes Holdings
38 East 63rd Street

New York, NY 10021

5

FOREIGN FILINGS

NAME: PANAPAGE CO. INC.

XXXX QUALIFICATION (TYPE: CO)

BK
6/19

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

RECEIVED
00 JUN 19 PM 2:30
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CONTACT PERSON: Mimi Stephens Ext. 1128

00 JUN 9 1964
TRANSACTION
ATTENTION TO
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED

1 PANAPAGE CO. INC.

2 Delaware

3 91-2020052

4 December 15, 1999

5 Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. January 3, 2000

7 6219 De Soto Avenue

Woodland Hills, California 91367

(Current mailing address)

To engage in any business or activity in which a corporation may lawfully engage within the State of Florida.

8.

(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.

Corporation Service Company

By:

(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)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 19 PM 3:52

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

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

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. Glenn P. Dickes, Vice President
(Typed or printed name and capacity of person signing application)

PANAPAGE CO. INC.

Officers and Directors

John S. Farrand Director, Chairman and Chief
6219 De Soto Avenue Executive Officer
Woodland Hills, CA 91367

Scott L. Seybold Executive Vice President and Chief
6219 De Soto Avenue Financial Officer
Woodland Hills, CA 91367

Barry F. Schwartz Executive Vice President and
35 East 62nd Street General Counsel
New York, NY 10021

Glenn P. Dickes Vice President and Secretary
38 East 63rd Street
New York, NY 10021

Kenneth E. Krainman Vice President, Controller and
6219 De Soto Avenue Assistant Secretary
Woodland Hills, CA 91367

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DIVISION OF CORPORATIONS
JUN 19 PM 3:52

State of Delaware
Office of the Secretary of State

PAGE 1

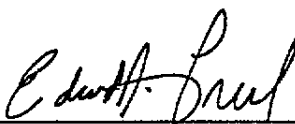
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PANAPAGE CO. INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE 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 SIXTEENTH DAY OF JUNE, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.




Edward J. Freel, Secretary of State

3142740 8300

001306502

AUTHENTICATION:

0502089

DATE:

06-16-00