

CORPORATE INQUIRY
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MAIL TO:
P.O. BOX 5828
TALLAHASSEE, FL 32314

ACCOUNT NO. : 0721000000032

REFERENCE : 522238 5924A

AUTHORIZATION :

COST LIMIT : \$ 140.00

ORDER DATE : January 9, 1995

ORDER TIME : 1:49 PM

ORDER NO. : 522238

CUSTOMER NO: 5924A

CUSTOMER: Tina A. Legg-paygr, Legal Asst.
PIRCHER NICHOLS & MEEKS

Suite 2600
1999 Avenue Of The Stars
Los Angeles, CA 90067

DOMESTIC FILING

RUSH WILL WAIT -- PLEASE FILE 1ST

NAME: NORTHERN SPRINGS PORTFOLIO,
INC.

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

XX -2 TWO CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS:

RUSH WILL WAIT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN -9 PM 3:49
4/1/95

TRANSMITTAL LETTER

TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS

SUBJECT: Northern Springs Portfolio, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

(Name of Person)
Corporation Information Services
(Firm/Company)
1201 Bay Street
(Address)
Tallahassee, Florida 32301
(City, State and Zip Code)

Should you need to call someone concerning this matter, please call:

Tina Ingg-Payge at (310) 201-8266
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Registration Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Registration Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

95 JAN -9 PM
SECRETARY OF STATE
DIVISION OF CORPORATIONS

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1603, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. Northern Springs Portfolio, 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. 59-3285560
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. December 29, 1994 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida. (See sections 607.1601, 607.1602, and 617.102, F.S.))
7. Corporation Information Services
1201 Hays Street, Tallahassee, Florida 32301
(Current mailing address)
8. To act as a general partner in Delaware limited partnership
(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 Information Services
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.

Karen B. Rozar Karen B. Rozar, as agent
(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:

A. DIRECTORS

Director:
~~Chairman:~~ Fred Asanubelawa

Address: 135 East 57th Street, 8th Floor
New York, New York 10022

Director:
~~Vice Chairman:~~ Robert McQueen

Address: 135 East 57th Street, 8th Floor
New York, New York 10022

Director: Amanda Lister

Address: 135 East 57th Street, 8th Floor
New York, New York 10022

Director: _____

Address: _____

B. OFFICERS

President: Robert McQueen

Address: 135 East 57th Street, 8th Floor
New York, New York 10022

Vice President: Amanda Lister

Address: 135 East 57th Street, 8th Floor
New York, New York 10022

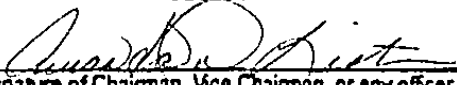
Secretary: Wandy Sparrs

Address: 135 East 57th Street, 8th Floor
New York, New York 10022

Treasurer: Amanda Lister

Address: 135 East 57th Street, 8th Floor
New York, New York 10022

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

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

14. Amanda D. Lister
(Typed or printed name and capacity of person signing application)

ADDENDUM TO
APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

17H. OFFICERS (cont.)

Vice President

P. John Wickser, II
333 South Grand Avenue, Suite 3000
Los Angeles, California 90071

Vice President

Eric Bergwall
135 East 57th Street, 8th Floor
New York, New York 10022

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN -9 PM 3:49

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NORTHERN SPRINGS PORTFOLIO, 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-NINTH DAY OF DECEMBER, A.D. 1994.

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 05 JAN -9 PM 3:49



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION 7357874

DATE 12-29-94