

B. Officers:

President: Thomas E. Gallagher
Address: 780 Third Avenue
New York, NY 10017

Vice President: Lawrence Cohen
& CFO
Address: 780 Third Avenue
New York, NY 10017

VP & Secretary: Gloria Redlich
Address: 780 Third Avenue
New York, NY 10017

Vice President:
Treasurer: Michael Eyre
Address: 9860 Wilshire Blvd.
Beverly Hills, CA 90210

RECEIVED
MAY 24 1978
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

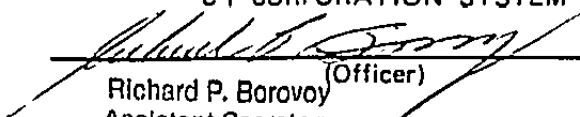
ADDENDUM ATTACHED

10. Name and Street address of Florida registered agent:

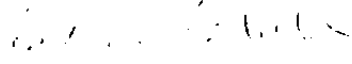
Name: CT CORPORATION SYSTEM
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida 33324
Zip Code

11. 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.

Registered agent's signature: 
Richard P. Borovoy (Officer)
Assistant Secretary
(Type Name and Title of Officer)

12. 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.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Gloria Redlich, Vice President and Secretary
(Name and capacity of person signing application)

ADDENDUM

B. Officers:

Vice President Kevin Deverich
 9860 Wilshire Blvd.
 Beverly Hills, CA 90210

Vice President &
Asst. Secretary Kimmarie Sinatra
 780 Third Avenue
 New York, NY 10017

REC'D
DIVISION OF CONSUMER AFFAIRS
95 JAN 26 PM 2:10

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 "GRIFFTEL MANAGEMENT, 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 NINTH DAY OF JANUARY, A.D. 1995.

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

SECRETARY OF STATE
VISITORS
JAN 20 PM 2:10



Edward J. Freel

Edward J. Freel, Secretary of State

2380565 8300

950005404

AUTHENTICATION

DATE

7368163

01-09-95

Charles Baclet and Associates, Inc.
2030 Main Street, Suite 1040
Tallahassee, Florida 32314



F95000000388

VIA U.S. MAIL

May 25, 1996

Division of Corporations
Florida Department of State
P. O. Box 6327
Tallahassee, FL 32314

900001344079
-05/30/96--01030--010
*****35.00 *****35.00

RE: GRIFFTEL MANAGEMENT, INC.

Dear Sir/Madam:

Enclosed for filing, please find the appropriate document required by your state for changing the registered agent to National Registered Agents, Inc. Also, please find a check in the amount of \$35.00 to cover your filing fees.

Please process the change of agent document as soon as possible and return a filed-stamped copy in the enclosed self-addressed stamped envelope.

If you have any questions or need additional information, please call me.

Very truly yours,

CHARLES BACLET AND ASSOCIATES, INC.

Jean Paulsen
Client Specialist

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 29 PM 2:25
NACH

JUN 6 1996

Florida Department of State, Jim Smith, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Delaware submits the following statement in order to change its registered office or registered agent, or both, in the State Florida.

1a. The name of the corporation is: GRIFTEL MANAGEMENT, INC.

1b. Date of incorporation: 2/23/94 Florida Document number F95000000388

2. The name and address of the current registered agent and office:
C T Corporation System

1200 So. Pine Island Drive, Plantation, Florida 33324

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)

NRAI Services, Inc.

526 East Park Avenue, Tallahassee, Florida 32301

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Gloria Redlich
SIGNATURE

Gloria Redlich, VP & Secretary
Typed or printed name and title

April 25, 1996
DATE

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

NRAI Services, Inc.
SIGNATURE By: C. Baclet
C. Baclet (Registered Agent) Vice President
DATE April 30, 1996

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 29 PM 2:25