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TELEPHONE
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CABLE

ACCOUNT NO. : 072100000032

REFERENCE : 603580 6624A

AUTHORIZATION : *Patricia Pizito*

COST LIMIT : \$ 122.50

ORDER DATE : May 23, 1995

ORDER TIME : 10:51 AM

ORDER NO. : 603580

CUSTOMER NO: 6624A

CUSTOMER: Dana Knollenberg, Legal Asst
Ginsberg Brusilow, P.c.
Suite 750
14785 Preston Road
Dallas, TX 75240

800001496948

FOREIGN FILINGS

File 1st

NAME: CAROLYN CORPORATION

XXX PROFIT
NON-PROFIT

XXX CORPORATE
LIMITED PARTNERSHIP

W95-10812

XXXX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

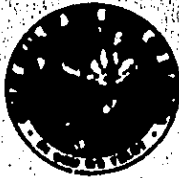
XXXX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

RECEIVED
95 MAY 23 AM 11:47
DIVISION OF CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 23 AM 11:16

mtm
Name conflict
548284



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 23, 1995

CSC NETWORKS

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95 MAY 24 AM 10:09
DIVISION OF CORPORATIONS

*Please give the 23rd
file date*

SUBJECT: CAROLYN CORPORATION
Ref. Number: W95000010812

We have received your document for CAROLYN CORPORATION and your check(s) totaling \$. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the CORPORATE SPECIALIST indicated.

If you have any questions concerning the filing of your document, please call (904) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 595A00026187

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DIVISION OF CORPORATIONS
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RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Reuven Oded, do hereby certify
that this Resolution of the Board of Directors of Carolyn Corporation
a corporation duly organized and existing under the laws of the State of Delaware
was duly adopted on May 23, 19 95.

Resolved, that Carolyn Corporation, organized
and existing in the State of Delaware, hereby adopts the
name Zenith Corporation for use in Florida.

Dated: May 23, 1995

SOLE DIRECTOR:

Reuven Oded

Signature of at least one director

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

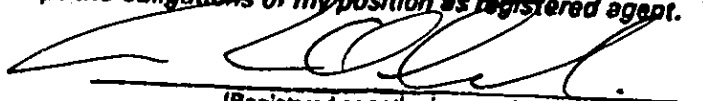
**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. Carolyn Corporation
(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. 75-2543148
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 4/20/94 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon filing of this Application
(Date first transacted business in Florida. (See sections 607.1801, 607.1802, and 617.155, F.S.))
7. One Courvoisier Center, 501 Brickell Drive, Suite 405
Miami, Florida 33131
(Current mailing address)

8. to engage in any lawful act or activity for which corporations may be organized
(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: Rueven Oded
Office Address: One Courvoisier Center
501 Brickell Drive, Suite 405
Miami, Florida, 33131
(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.


(Registered agent's signature)
Rueven Oded

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.

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12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: None

Address: _____

Vice Chairman: None

Address: _____

Director: Reuven Oded

Address: One Courvoisier Center, 501 Brickell Drive, Suite 405
Miami, Florida 33131

Director: _____

Address: _____

B. OFFICERS

President: Reuven Oded

Address: One Courvoisier Center, 501 Brickell Drive, Suite 405
Miami, Florida 33131

Vice President: None

Address: _____

Secretary: Reuven Oded

Address: One Courvoisier Center, 501 Brickell Drive, Suite 405
Miami, Florida 33131

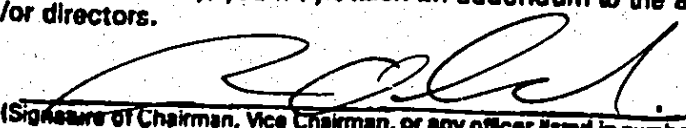
Treasurer: Reuven Oded

Address: One Courvoisier Center, 501 Brickell Drive, Suite 405
Miami, Florida 33131

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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. Reuven Oded, President

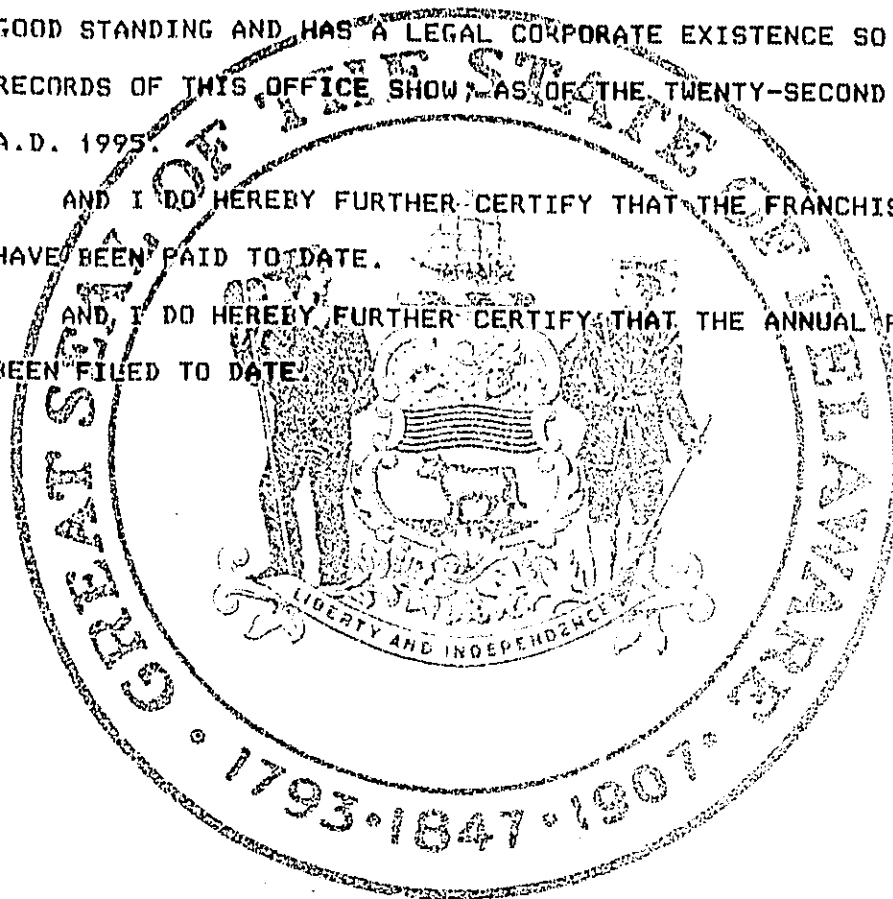
(Typed or printed name and capacity of person signing application)

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CAROLYN CORPORATION" 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-SECOND DAY OF MAY, A.D. 1995.

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.



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95 MAY 23 AM 11:16



Edward J. Freel

Edward J. Freel, Secretary of State

2396617 8300

AUTHENTICATION:

7513300

950113078

DATE:

05-22-95