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PRENTICE HALL
LEGAL & FINANCIAL SERVICES

REFERENCE

AUTHORIZATION

Patricia Pijet

COST LIMIT : 9 70.00

ORDER DATE : June 7, 1995

ORDER TIME : 11:36 AM

500001507695

ORDER NO. : 611372

CUSTOMER NO: 4656A

CUSTOMER: Sheryl Cohen, Legal Assistant
Greenberg Traurig Hoffman
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

Push
need today

FOREIGN FILINGS

NAME: IPM ACQUISITION CORPORATION

XX PROFIT
NON-PROFIT

XX CORPORATE
LIMITED PARTNERSHIP

XX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

RECEIVED
95 JUN -7 PM 1:08
DIVISION OF CORPORATION
TALLAHASSEE, FLORIDA
FILED

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

IN COMPLIANCE WITH SECTION 807.1808, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. IPM ACQUISITION CORPORATION

(Name of corporation: the word "INCORPORATED," "COMPANY," or "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

(State or country under the law of which it is incorporated)

3. May 23, 1995

(Date of Incorporation)

4. Perpetual

(Duration)

5. Applied For

(Federal Employer Identification number, if applicable)

6. Upon filing.

(Date first transacted business in Florida. See sections 807.1501, 807.1502, and 817.155, F.S.)

7. 1001 South Bayshore Drive, Miami, Florida 33131

(Current mailing address)

8. Any lawful business.

(Corporate purpose and nature of business in which it is engaged in Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: See Exhibit A attached hereto.

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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95 JUN 7 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9. Officers:

President: See Exhibit A attached hereto.

Address:

Vice President:

Address:

Secretary:

Address:

Treasurer:

Address:

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

10. Name and Street address of Florida registered agent:

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee,

Florida

32301

Zip

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:

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.

Anthony A. Tamer, President

(Name and capacity of person signing application)

FILED
JUN - 7 PM 20
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Exhibit A

Anthony A. Tamer - President and Director
1001 South Bayshore Drive
Miami, Florida 33131

Sami Mnaymneh - Vice President and Assistant Secretary
1001 South Bayshore Drive
Miami, Florida 33131

John P. Bolduc - Secretary and Treasurer
1001 South Bayshore Drive
Miami, Florida 33131

FILED

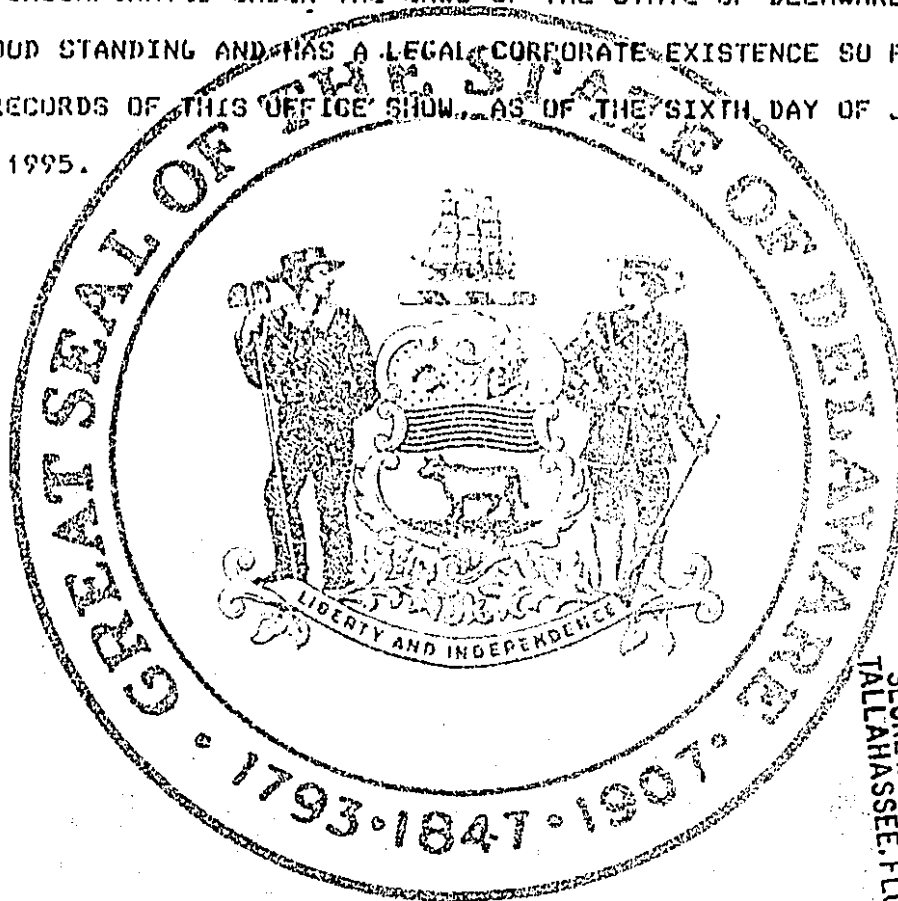
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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

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 "IPM ACQUISITION 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 SIXTH DAY OF JUNE,
A.D. 1995.



FILED
95 JUN -7 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

2509490 8300

750125145

AUTHENTICATION:

7529327

DATE:

06-06-95