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95 JUL 17 AM 11:21

PRENTICE HALL
LEGAL & FINANCIAL SERVICES

DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032
REFERENCE : 642608 86901D
AUTHORIZATION : *Patricia Pizzuto*
COST LIMIT : 9 70.00

ORDER DATE : July 17, 1995

ORDER TIME : 9:50 AM

ORDER NO. : 642608

300001538833

CUSTOMER NO: 86901D

CUSTOMER: Ms. Merryl Wiener
Prentice Hall Legal &
375 Hudson Street

New York, NY 10014

FOREIGN FILINGS

NAME: ADELLA, INC.

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

95 JUL 17 AM 11:53
SECRETARY OF STATE
DIVISION OF CORPORATION
SERVICES

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7/17

**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:*

Adella, Inc.

1. Adella, 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
(State or country under the law of which it is incorporated)

3. _____
(FEI number, if applicable)

4. June 8, 1995
(Date of incorporation)

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

6. July 5, 1995
(Date first transacted business in Florida. (See sections 607.1601, 607.1602, and 617.165, F.S.)

7. 2250 North Federal Highway
Boon Raton, Florida 33431
(Current mailing address)

8. Any lawful act or activity for which corporations may be organized
(Purposes) 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:**

The Prentice-Hall Corporation
Name: System, Inc.

Office Address: 1201 Hays Street, Suite 105

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.

The Prentice-Hall Corporation System, Inc.

By: [Signature]
(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

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: George L. Lindemann, Jr.

Address: 2250 North Federal Highway

Boca Raton, Florida 33431

Director: _____

Address: _____

B. OFFICERS

President: George L. Lindemann, Jr.

Address: 2250 North Federal Highway

Boca Raton, Florida 33431

Vice President: Charles F. Svirik, Jr.

Address: 2250 North Federal Highway

Boca Raton, Florida 33431

Secretary: Charles F. Svirik, Jr.

Address: 2250 North Federal Highway

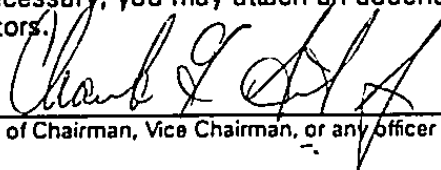
Boca Raton, Florida 33431

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.

Charles S. Svirik, Jr., Executive Vice President
(Typed or printed name and capacity of person signing application)

SECRET
DIVISION OF POLICE SERVICES
55 JUL 17 AM 11:53

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ADELLA, 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 THIRTEENTH DAY OF JULY, A.D. 1995.

SECRETARY OF STATE
DIVISION OF CORPORATE AFFAIRS
95 JUL 17 AM 11:53



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 7572569

DATE: 07-13-95