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PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. 072100000032

REFERENCE : 644435

AUTHORIZATION :

COST LIMIT : \$ 122.50

869010
Patricia Page

ORDER DATE : July 19, 1995

ORDER TIME : 11:53 AM

ORDER NO. : 644435

CUSTOMER NO: 869010

400001541454

CUSTOMER: Mr Melvin Maldonado
Prentice Hall Legal &
375 Hudson Street

New York, NY 10014

FOREIGN FILINGS

NAME: CHARTWELL MANAGEMENT, INC.

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

XX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

55 JUL 19 PM 1:13
STAMPED DATE
mtm

**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. CHARTWELL MANAGEMENT, 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. 75-2604454
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. July 13, 1995 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon filing application
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 14180 Dallas Parkway, Suite 900
Dallas, Texas 75240
(Current mailing address)

To engage in any lawful act or activity for which corporations may be
8. organized under the General Corporation Law of the State of Delaware.
(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:**

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: Marcia A. Havner Asst. Sec.
(Registered agent's signature)

Marcia A. Havner, Asst. Sec.

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: Archie Bennett, Jr.

Address: 14180 Dallas Parkway, Suite 900
Dallas, Texas 75240

Director: _____

Address: _____

B. OFFICERS

President: Archie Bennett, Jr.

Address: 14180 Dallas Parkway, Suite 900
Dallas, Texas 75240

Vice President: Monty Bennett

Address: 14180 Dallas Parkway, Suite 900
Dallas, Texas 75240


Secretary: Archie Bennett, Jr.

Address: same as above

Treasurer: Monty Bennett

Address: same as above

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. Archie Bennett, Jr., President
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

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

JUL 19 1995



Edward J. Freel

Edward J. Freel, Secretary of State

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000112152

AUTHENTICATION:

DATE:

7500000

07-14-95