1201 HAYS STREET TALLAHASSEE, FL 32301-2607 800-342-8086 904-222-9171 networks ACCOUNT NO. : 072100000032 PRESTICE HALL LUGAL & FINASCIAL SERVICES

REFERENCE: 703056

AUTHORIZATION

COST LIMIT : \$ 131.25

ORDER DATE: October 13, 1995

ORDER TIME : 9:15 AM

ORDER NO. : 703056

100001610331

CUSTOMER NO:

3606C

CUSTOMER: Gerald M. Slater, Esq

Day, Berry & Howard 260 Franklin St.

Boston, MA 02110

FOREIGN FILINGS

NAME: CCS MANAGEMENT INC.

PROFIT

NON-PROFIT

CORPORATE

LIMITED PARTNERSHIP

XXX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY

___ PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sharon Branscome

Service of a partie that the same of a grant of the parties that the parties of t

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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

1.CCS 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. CALIFORNIA (State of country and an arrangement of the state of country and arrangement of the state of th
(FEI number, if applicable)
4. 12/8/93 5. PERPETUAL (Date of Incorporation) (Duration: Year corp. will case to exist at Four in 17)
And Ania come to divisit of DaiDe(OB).
6. 10/13/95 (Date first transacted by including the first transacted by in
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 11150 Santa Monica Blvd., #1400 Los Angeles, CA 90025
(Current mailing address)
8. TO ACT AS GENERAL PARTNER OF MANAGEMENT LIMITED PARTNERSHIP
(Purpose(s) of corporation
(Purpose(s) of corporation authorized in home state of country to be carried out in the state of Florida) 9. Name and street address of Florida registered agent:
Name: The Prentice-Hall Corporation System, Inc.
Office Address: 1201 Hays Street, Suite 105
Tallahassee , Florida, 32301 2
(Zip Code):5
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.
By: Hegistered 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

A.	DIRECTORS			
		SEE ATTACHED		
	Address:			
	Vice Chairr	man:		
	Address:			
	Director:			
	Address:			
	Director:			
	Address:			
B.	OFFICERS			
	President:	SEE ATTACHED		
	Address: _	JULI ATTACRED		
	Vice Presider	nt:	95 00	DIVISIO
	Address: _		<u> </u>	
	Secretary: _		# 7:	OF STA
	Address:		22	TE
	Treasurer:			
	Address:			
NOTE: I	without w.	ttach an addendum to the application listing additional of	ficers and	d/or
14. <u>Chi</u>	RIS GOODMAN. SECRETA			

CCS MANAGEMENT DIRECTORS

	es, CA 90025 es, CA 90025 es, CA 90025 es, CA 90025 es, CA 90025 es, CA 90025
STREET ADDRESS	11150 Santa Monica Blvd., Suite 1400 Los Angeles, CA 11150 Santa Monica Blvd., Suite 1400 Los Angeles, CA 11150 Santa Monica Blvd., Suite 1400 Los Angeles, CA 11150 Santa Monica Blvd., Suite 1400 Los Angeles, CA 11150 Santa Monica Blvd., Suite 1400 Los Angeles, CA 11150 Santa Monica Blvd., Suite 1400 Los Angeles, CA
TITLE	Vice President Vice President President Vice President Treasurer Secretary
NAME	LYONS, EILEEN LYONS, EILEEN ROTH, STEPHEN A. TOPPINO, CHARLES P. VAN KONYNENBURG, MICHAEL GOODMAN, CHRIS

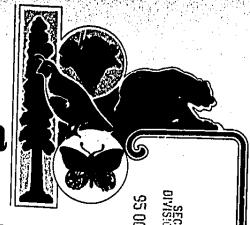
All Officer's terms expire 9/1/96

PILED DIVISION OF CHAPGRATIONS 95 OCT 13 AH 7: 22



State of California

SECRETARY OF STATE



CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the 8th day of December 19 293

CCS MANAGEMENT INC.

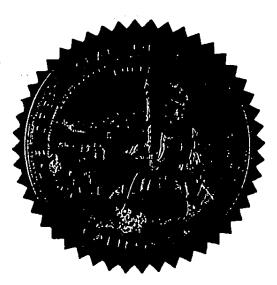
became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this effice, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.



IN WITNESS WHEREGF, I execute this certificate and affix the Great Seal of the State of California this 10th day of October, 1995.

BILL JONES
Secretary of State

SEC/STATE FORM CE-112 (REV. 1-95)

95 2804