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1201 HAYS STREET
JANESVILLE, WISCONSIN
222
4-222 FAX



PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 754121 3558L

AUTHORIZATION :

COST LIMIT : 9 PPD

ORDER DATE : December 5, 1995

was-24283

ORDER TIME : 2:29 PM

800001660798
-12/13/95--01039--006
*****70.00 *****70.00

ORDER NO. : 754121

CUSTOMER NO: 3558L

CUSTOMER: Janis Marie, Legal Assistant
Gibson Dunn & Crutcher
30-35 Pall Mall

London, England, SW1Y 5LP

FOREIGN FILINGS

NAME: KAM HOLDINGS, INC.

XX PROFIT
 NON-PROFIT

 CORPORATE
 LIMITED PARTNERSHIP

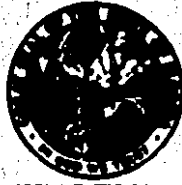
XX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: ANDREA MABRY

LC 12/15
DIVISION OF CORPORATION
95 DEC 13 AM 11:30
RECEIVED
95 DEC -3 AM 11:49
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 13, 1995

CSC NETWORKS

SUBJECT: KAM HOLDINGS INC.
Ref. Number: W95000024283

*Corrected. Please
Backdate to 12-13-95.*

Thanks

We have received your document for KAM HOLDINGS INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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 DOCUMENT SPECIALIST indicated.

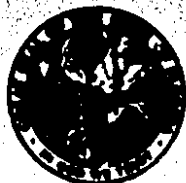
The name listed in line 1 of your application must be identical to the name as listed on your certificate of existence. Please remove the comma in the corporate name, and please also remove the phrase "dba Pinata Holdings, Inc."

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 095A00053911



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

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Lee Rivers
Document Examiner

Letter Number: 095A00053911

**RESOLUTION
OF
KAM HOLDINGS, INC.**

We, the undersigned, Ahmed Sherif Al Fadl and Ayman El Shnawy, do hereby certify that the Resolution of the Board of Directors of KAM Holdings, Inc., a corporation duly organized and existing under the laws of the State of Delaware, was duly adopted on December 6, 1995.

Resolved, that KAM Holdings, Inc., organized and existing in the State of Delaware, hereby adopts the name Pinata Holdings, Inc. for use in Florida.

Dated: December 6, 1995

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DIVISION OF CORPORATIONS
95 DEC - 3 AM 11:49



Ahmed Sherif Al Fadl



Ayman El Shnawy

**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. KAM Holdings 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. 52-1629139
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. April 14, 1989 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. December 15, 1995
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.)

7. 6230 Canoga Avenue Suite 1430
Woodland Hills, C.A. 91367
(Current mailing address)

8. Investment
(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: Sheila R. Hawkins
(Registered agent's signature)

Sheila R. Hawkins, Assistant Secretary

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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC -3 AM 11:49

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

A. DIRECTORS

Chairman: Ahmed Sherif Al fadl

Address: 1050 Connecticut Avenue, N.W., c/o GD&C attn. Anthony Bonanno
WASHINGTON D.C. 20036

Vice Chairman: _____

Address: _____

Director: Ahmed Sherif Al Fadl

Address: 1050 Connecticut Avenue, N.W., c/o GD&C attn. Anthony Bonanno
WASHINGTON D.C. 20036

Director: Ayman El Shnawy

Address: 1050 Connecticut Avenue, N.W., c/o GD&C attn. Anthony Bonanno
WASHINGTON D.C. 20036

B. OFFICERS

President: Ahmed Sherif Al Fadl

Address: 1050 Connecticut Avenue, N.W., c/o GD&C attn. Anthony Bonanno
WASHINGTON D.C. 20036

Vice President: _____

Address: _____

Secretary: Chadhary Qadeer

Address: 1050 Connecticut Avenue, N.W., c/o GD&C attn. Anthony Bonanno
WASHINGTON D.C. 20036

Treasurer: Vahe M. Melkonian

Address: 6230 Canoga Avenue Suite 1430
Woodland Hills, C.A. - 91367

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. Vahe M. Melkonian/Treasurer

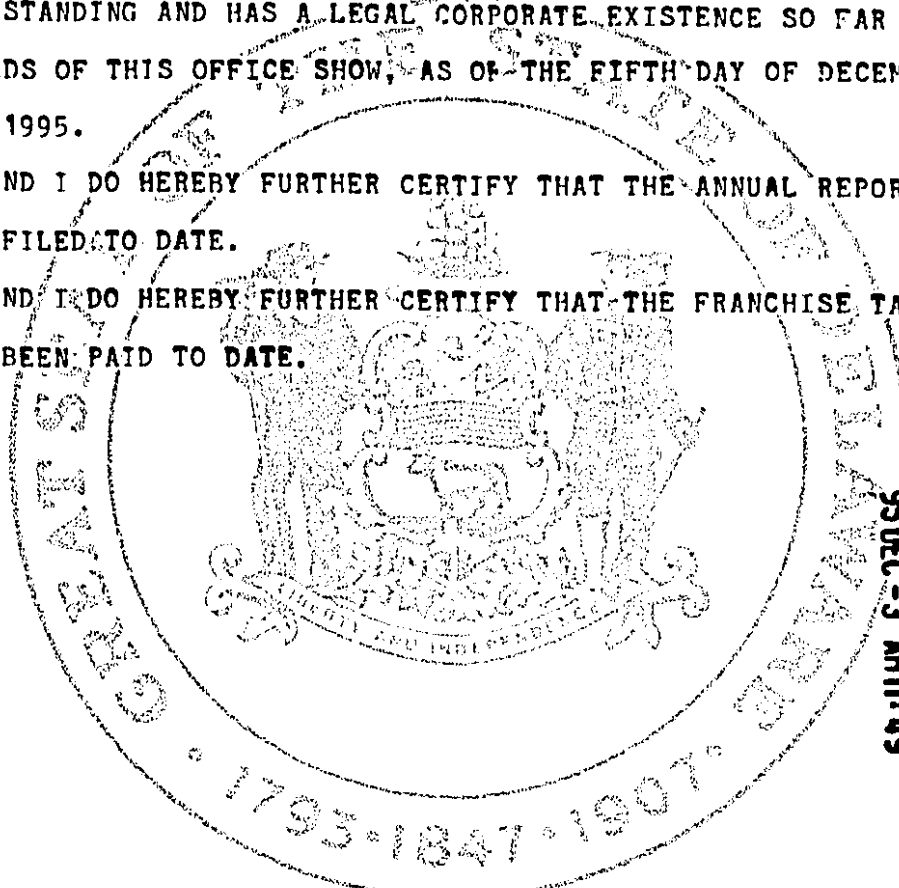
(Typed or printed name and capacity of person signing application)

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "KAM HOLDINGS 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 FIFTH DAY OF DECEMBER, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC - 3 AM 11:49



Edward J. Freel

Edward J. Freel, Secretary of State

2193456 8300
950282547

AUTHENTICATION: 7736009
DATE: 12-05-95