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1201 HAYS STREET
TALLAHASSEE, FL 32301
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DIVISION OF CORPORATION

CSC networks
PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032
REFERENCE : 012151 4373439
AUTHORIZATION : *Patricia Pizit*
COST LIMIT : \$ 70.00

ORDER DATE : January 19, 1996
ORDER TIME : 11:24 AM
ORDER NO. : 012151
CUSTOMER NO: 4373439

300001694913

CUSTOMER: Lila Gaston, Legal Assistant
Akin, Gump, Strauss, Hauer &
399 Park Avenue
22nd Floor
New York, NY 10022

JP

FOREIGN FILINGS

NAME: LONDONDERRY ACQUISITION
CORPORATION II, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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. LONDONDERRY ACQUISITION CORPORATION II, 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. 51-0367475
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. MAY 30, 1995 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. JANUARY 1, 1996
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 2 MANHATTANVILLE ROAD
NEW YORK, NEW YORK 10577
(Current mailing address)

8. INVESTMENTS
(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:
Name: The Prentice-Hall Corporation System, Inc.
Office Address: 1201 HAYS STREET
Tallahassee, Florida, 32301
(Zip Code)

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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: Patricia Pizzuto
(Registered agent's signature)

PATRICIA PIZZUTO, 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.

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

A. DIRECTORS:

Chairman: MICHAEL WEINER

Address: 2 MANHATTANVILLE ROAD
NEW YORK, NY 10577

Vice Chairman: EDWARD SCHEETZ ✓

Address: 2 MANHATTANVILLE ROAD
NEW YORK, NY 10577

Director: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE, FLORIDA

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B. OFFICERS

President: EDWARD SCHEETZ

Address: 2 MANHATTANVILLE ROAD
NEW YORK, NY 10577

Vice President: MICHAEL WEINER ✓, LEE NEIBART ✓, RONALD KRAVIT ✓ and RONALD SOLOTRUK ✓

Address: 2 MANHATTANVILLE ROAD
NEW YORK, NY 10577

Secretary: MICHAEL WEINER

Address: 2 MANHATTANVILLE ROAD
NEW YORK, NY 10577

Controller/ Treasurer: RONALD SOLOTRUK

Address: 2 MANHATTANVILLE ROAD
NEW YORK, NY 10577

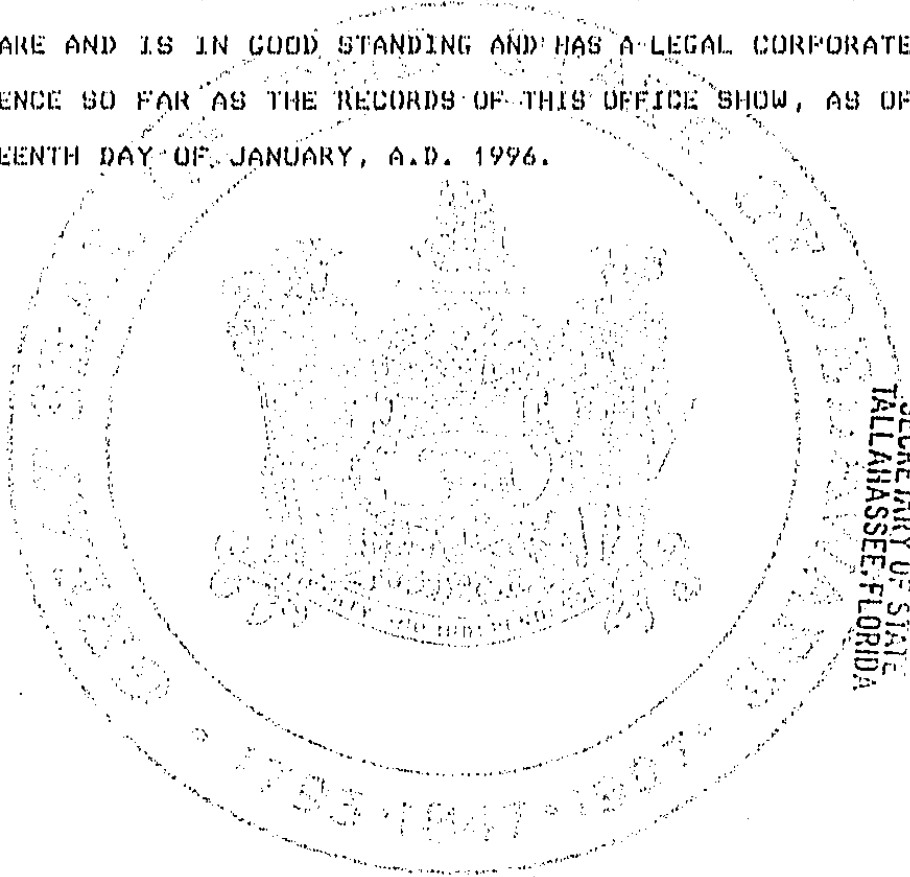
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. MICHAEL D WEINER
(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 "LONDONDERRY ACQUISITION CORPORATION II, 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 NINETEENTH DAY OF JANUARY, A.D. 1996.



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION: 7796786

DATE: 01-19-96

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