Document Number Only

F96000001171

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City State Zip Phone

904-222-1092

CORPORATION(S) NAME

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*****70.00 *****70.00

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Commonwealth Palm Coast Corporation

(X) Profit
( ) NonProfit
( ) Limited Liability Company
(X) Foreign
( ) Limited Partnership
( ) Reinstatement
( ) Certified Copy
( ) Call When Ready
(●) Walk In
( ) Mail Out

( ) Amendment
( ) Dissolution/Withdrawal
( ) Annual Report
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( ) Merger
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CR2E031 (1-89)

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION 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. Commonwealth Palm Coast Corporation

(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. Pennsylvania
(State or country under the law of which it is incorporated)

3. 95-4566556
(FEI number, if applicable)

4. February 22, 1996
(Date of Incorporation)

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

6. March 1, 1996
(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.150, F.S.))

7. c/o CT Corporation System, 1200 South Pine Island Road
Plantation, Florida 33324
(Current mailing address)

8. Acquiring, holding title to and collecting income from real property.
(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: C T CORPORATION SYSTEM

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip Code)

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10. Registered agent 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.

C T CORPORATION SYSTEM

[signature]
(Registered agent's signature) (Officer)

(Type Name and Title of Officer)

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: See Schedule A attached hereto and made a part hereof.

A. DIRECTORS

Chairman: ______________________

Address: ______________________

____

Vice Chairman: ______________________

Address: ______________________

____

Director: ______________________

Address: ______________________

____

Director: ______________________

Address: ______________________

____

B. OFFICERS

President: ______________________

Address: ______________________

____

Vice President: ______________________

Address: ______________________

____

Secretary: ______________________

Address: ______________________

____

Treasurer: ______________________________

Address: ______________________________

____

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

13. Betty J. Kenyon

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

14. Betty J. Kenyon, Secretary

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

Schedule A

COMMONWEALTH PALM COAST CORPORATION

A. DIRECTORS:

1.	Director: Address:	Peter M. Gilbert 30 North Third Street-Fifth Floor Harrisburg, PA 17101
2.	Director: Address:	David J. Kalman 30 North Third Street-Fifth Floor Harrisburg, PA 17101
3.	Director: Address:	Joseph A. Braccia 30 North Third Street-Fifth Floor Harrisburg, PA 17101

B. OFFICERS:

1.	President Address:	Theodore M. Leary, Jr. 11777 San Vicente Boulevard Suite 900 Los Angeles, CA 90049
2.	CFO and Vice President Address:	Peter A. Del Franco 11777 San Vicente Boulevard Suite 900 Los Angeles, CA 90049
3.	Vice President Address:	Sharyl A. Gabriel 11777 San Vicente Boulevard Suite 900 Los Angeles, CA 90049
4.	Vice President Address:	Peter R. O'Keeffe 11777 San Vicente Boulevard Suite 900 Los Angeles, CA 90049

5.	Vice President Address:	Earl D. Hewlette, Jr. 11777 San Vicente Boulevard Suite 900 Los Angeles, CA 90049
6.	Vice President Address:	Kent A. O'Neill 11777 San Vicente Boulevard Suite 900 Los Angeles, CA 90049
7.	Vice President Address:	Ronald E. Silva 11777 San Vicente Boulevard Suite 900 Los Angeles, CA 90049
8.	Secretary Address:	Betty J. Kenyon 11777 San Vicente Boulevard Suite 900 Los Angeles, CA 90049
9.	Assistant Secretary Address:	Salve A. Pennya 11777 San Vicente Boulevard Suite 900 Los Angeles, CA 90049

COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

FEBRUARY 28, 1996

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

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I DO HEREBY CERTIFY THAT,

COMMONWEALTH PALM COAST CORPORATION

is duly incorporated under the laws of the Commonwealth of Pennsylvania and remains a subsisting corporation so far as the records of this office show, as of the date herein.

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written

Secretary of the Commonwealth

DPOS