

1000 HAYS STREET
TALLAHASSEE, FL 32301
904 322 0000
904 322 1000

800-343-8086

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ACCOUNT NO. : 07010000000332
REFERENCE : 070315 4373439
AUTHORIZATION : *Lila Gaston*
COST LIMIT : \$ 70.00

ORDER DATE : March 12, 1996

ORDER TIME : 10:07 AM

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ORDER NO. : 070315

CUSTOMER NO: 4373439

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

FOREIGN FILINGS

NAME: NEW MATTLAND CORP.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Daniel W Leggett

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**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. New Matland Corp.
(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
(State or country under the law of which it is incorporated)

3. Pending
(FEI number, if applicable)

4. December 21, 1995
(Date of incorporation)

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

6. None
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. c/o Goldman Sachs & Co., 100 Crescent Court, Suite 1000, Dallas,
Texas 75201
(Current mailing address)

8. Real Estate 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:

Name: THE PRENTICE-HALL CORPORATION SYSTEM, INC.

Office Address: 1201 HAYS STREET

TALLAHASSEE, Florida, 32301
(Zip Code)

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 obligation of my position as registered agent.

Marcia A. Haver 3-13-96
(Registered agent's signature) (Officer)

MARCIA A. HAVER, ASSISTANT SECRETARY
(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:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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Treasurer: _____

Address: _____

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

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

14. DANIEL T. WARD, SECRETARY AND ASSISTANT VICE PRESIDENT
(Typed or printed name and capacity of person signing application)

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OFFICE
MAY 11 1994

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Directors of
New Matland Corp.**

1. Martin L. Edelman
c/o Goldman, Sachs & Co., 100 Crescent Court, Suite 1000
Dallas, Texas 75201
2. Richard Katz
c/o Goldman, Sachs & Co., 100 Crescent Court, Suite 1000
Dallas, Texas 75201
3. Gary Gladstein
c/o Goldman, Sachs & Co., 100 Crescent Court, Suite 1000
Dallas, Texas 75201
4. David T. Hahamoto
c/o Goldman, Sachs & Co., 100 Crescent Court, Suite 1000
Dallas, Texas 75201
5. Stuart M. Rbthenberg
c/o Goldman, Sachs & Co., 100 Crescent Court, Suite 1000
Dallas, Texas 75201
6. Todd A. Williams
c/o Goldman, Sachs & Co., 100 Crescent Court, Suite 1000
Dallas, Texas 75201
7. Bruce R. Winn
c/o Goldman, Sachs & Co., 100 Crescent Court, Suite 1000
Dallas, Texas 75201

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State of Delaware
Office of the Secretary of State

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THE STATE OF DELAWARE, BEING ONE OF THE STATES OF THE UNITED STATES OF AMERICA, DO HEREBY CERTIFY THAT THE FOREGOING IS A TRUE AND CORRECT COPY OF THE ORIGINAL AS FILED IN THE OFFICE OF THE SECRETARY OF STATE OF THE STATE OF DELAWARE, AND THAT THE SAME IS THE PROPERTY OF THE STATE OF DELAWARE, AND IS NOT TO BE REPRODUCED OR COPIED IN ANY MANNER WITHOUT THE WRITTEN PERMISSION OF THE SECRETARY OF STATE OF THE STATE OF DELAWARE.

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SECRETARY OF STATE
DELAWARE



Edward J. Frel

Edward J. Frel, Secretary of State

AUTHENTICATION

DATE