F96000001309

CSC networks

ACCOUNT NO. : 072100000032

REFERENCE : 070315 4373439

AUTHORIZATION : [illegible signature]

COST LIMIT : $ 70.00

ORDER DATE : March 12, 1996

ORDER TIME : 1:44 PM

ORDER NO. : 070315

CUSTOMER NO: 4373439

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

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FOREIGN FILINGS

NAME: NEW SOPOCO CORP.

mtn

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_______ CERTIFIED COPY
XX_____ PLAIN STAMPED COPY
_______ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

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 Bopoco 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. Upon Qualification
(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)

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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. Hayner 3-13-96
(Registered agent's signature) (Officer)

Marcia A. Hayner, Assistant Secretary
(Type Name and Title of Officer)

(FL - 2189 - 11/16/94)

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: ______________________

____

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B. OFFICERS

President: See attached list of officers

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. ______________________________
(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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(FLA 2189)

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

Directors of New Sopoco Corp.

1. Martin L. Edelman
c/o Goldman, Sachs & Co., 200 Crescent Court, Suite 1000
Dallas, Texas 75201

2. Richard Katz
c/o Goldman, Sachs & Co., 200 Crescent Court, Suite 1000
Dallas, Texas 75201

3. Gary Gladstein
c/o Goldman, Sachs & Co., 200 Crescent Court, Suite 1000
Dallas, Texas 75201

4. David T. Hamamoto
c/o Goldman, Sachs & Co., 200 Crescent Court, Suite 1000
Dallas, Texas 75201

5. Stuart M. Rothenberg
c/o Goldman, Sachs & Co., 200 Crescent Court, Suite 1000
Dallas, Texas 75201

6. Todd A. Williams
c/o Goldman, Sachs & Co., 200 Crescent Court, Suite 1000
Dallas, Texas 75201

7. Bruce F. Winn
c/o Goldman, Sachs & Co., 200 Crescent Court, Suite 1000
Dallas, Texas 75201

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

Officers of
New Sopoco Corp.

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1. G. Douglas Gunn, President
c/o Goldman, Sachs & Co., 100 Crescent Court, Suite 1000
Dallas, Texas 75201

2. Richard Frapart, Vice President and Treasurer
c/o Goldman, Sachs & Co., 100 Crescent Court, Suite 1000
Dallas, Texas 75201

3. Brian Ainsworth, Vice President
c/o Goldman, Sachs & Co., 100 Crescent Court, Suite 1000
Dallas, Texas 75201

4. Lawrence Corson, Vice President
c/o Goldman, Sachs & Co., 100 Crescent Court, Suite 1000
Dallas, Texas 75201

5. John Gwynn, Vice President
c/o Goldman, Sachs & Co., 100 Crescent Court, Suite 1000
Dallas, Texas 75201

6. Daniel T. Ward, Secretary and Assistant Vice President
c/o Goldman, Sachs & Co., 100 Crescent Court, Suite 1000
Dallas, Texas 75201

7. Derek McGarity, Assistant Vice President
c/o Goldman, Sachs & Co., 100 Crescent Court, Suite 1000
Dallas, Texas 75201

State of Delaware

Office of the Secretary of State

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Edward J. Freel, Secretary of State

AUTHENTICATION

DATE