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CSC networks

PRINCETON HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 975479 4321422

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : June 4, 1996

ORDER TIME : 2:31 PM

ORDER NO. : 975479

CUSTOMER NO: 4321422

000001852810
-06/06/96--01009--023
***122.50 ***122.50

CUSTOMER: Ms. Carol Greenridge
Joseph E. Seagram & Sons, Inc.
800 Third Avenue
7th Floor
New York, NY 10022

FOREIGN FILINGS

NAME: SEAGOLD LEASING INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN -5 AM 8:21
55 JUN -5 PM 4:18
6/6

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
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. SEAGOLD LEASING 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

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

3. N/A

(FEI number, if applicable)

4. September 23, 1994

(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 617.155, F.S.)

7. 800 Third Avenue

New York, New York 10022

(Current mailing address)

The purpose of the corporation is to engage in any lawful act or activity for which

8. corporations may be organized under the Florida Business Corporation Act
(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: Carol Elmer

(Registered agent's signature)

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
96 SEP -5 AM 8:21

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

A. DIRECTORS

Chairman: Daniel R. Paladino
Address: 375 Park Avenue
New York, New York 10152

Vice Chairman: George E. Bushnell
Address: 800 Third Avenue
New York, New York 10022

Director: Ann M. Ciambusso
Address: 800 Third Avenue
New York, New York 10022

Director: _____
Address: _____

B. OFFICERS

President: Daniel R. Paladino
Address: 375 Park Avenue
New York, New York 10152

Vice President: George E. Bushnell
Address: 800 Third Avenue
New York, New York 10022

Secretary: Nancy E. Welsh
Address: 800 Third Avenue
New York, New York 10022

Treasurer: George E. Bushnell
Address: 800 Third Avenue
New York, New York 10022

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

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

14. Howard F. Miller Assistant Secretary
(Typed or printed name and capacity of person signing application)

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DIVISION OF CORPORATIONS
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State of Delaware
Office of the Secretary of State

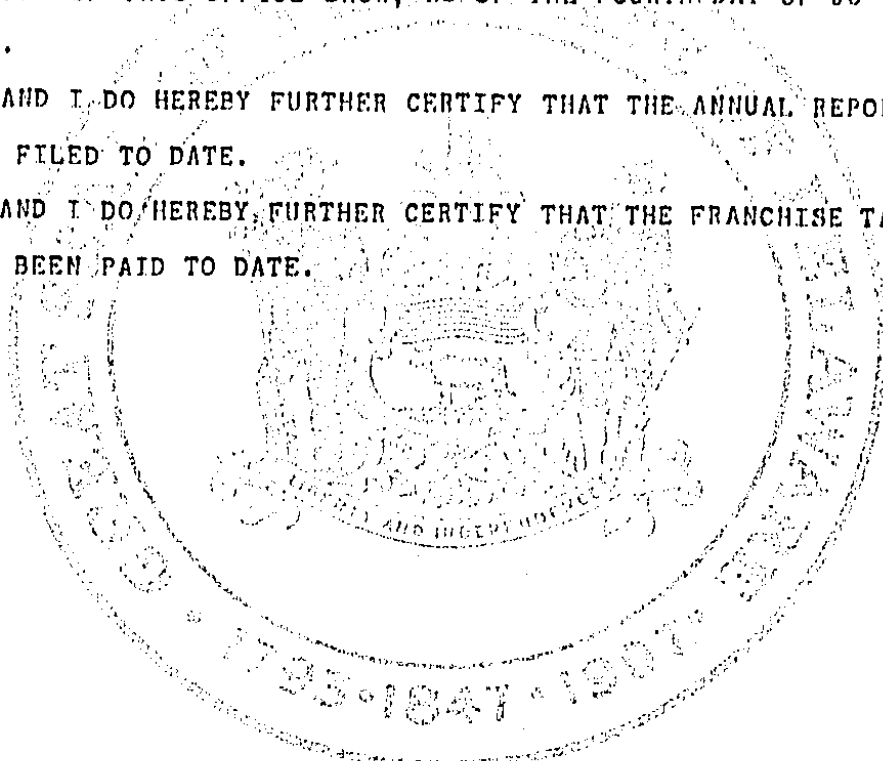
PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SEAGOLD LEASING 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 FOURTH DAY OF JULY A.D. 1996.

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
26 JUN -5 AM 8:21



Edward J. Freel

Edward J. Freel, Secretary of State

2437450 8300

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AUTHENTICATION: 7972294

DATE: 06-04-96