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1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

800-342-8086

96-019 TAX

CSC networks

PRESTIGE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 995006 4373439

AUTHORIZATION : *Ratricia P. Smith*

COST LIMIT : \$ 70.00

ORDER DATE : June 20, 1996

ORDER TIME : 11:04 AM

ORDER NO. : 995006

CUSTOMER NO: 4373439

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CUSTOMER: Lila Gaston, Legal Assistant
Akin, Gump, Strauss, Hauer &
399 Park Avenue
23rd Floor
New York, NY 10022

FOREIGN FILINGS

NAME: NEW GALAHAD SOUTH CORP.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN 27 PM 1:39
RECEIVED
95 JUN 27 AM 11:06
DIVISION OF CORPORATION
6/27

**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 Galahad South 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. April 18, 1996
(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 617.156, 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.

Carol K. Dolor
(Registered agent's signature) (Officer)

Carol K Dolor, Authorized Rep
(Type Name and Title of Officer)

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

14. Daniel T. Ward, Secretary
(Typed or printed name and capacity of person signing application)

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

**Directors of
New Galahad South 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. Hamamoto
c/o Goldman, Sachs & Co., 100 Crescent Court, Suite 1000
Dallas, Texas 75201
5. Stuart M. Rothenberg
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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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
New Galahad South Corp.**

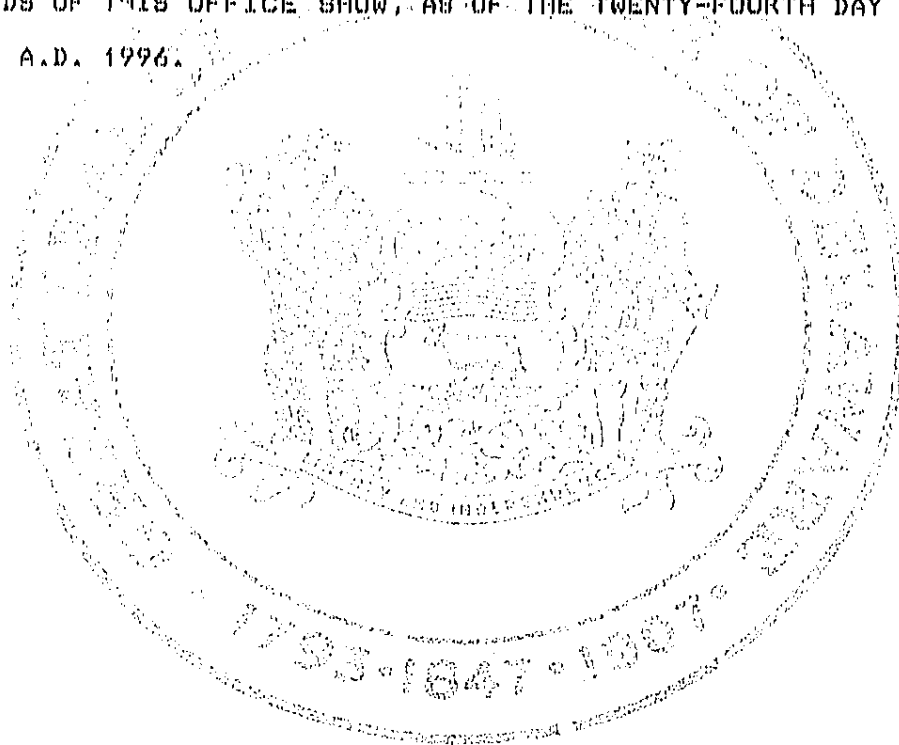
1. G. Douglas Gunn, President
c/o Goldman, Sachs & Co., 100 Crescent Court, Suite 1000
Dallas, Texas 75201
2. Richard Frapart, Vice President, Treasurer and Assistant Secretary
c/o Goldman, Sachs & Co., 100 Crescent Court, Suite 1000
Dallas, Texas 75201
3. Brian Ainsworth, Vice President
c/o Goldman, 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 McGavitt, Assistant Vice President
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

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NEW GALAHAD SOUTH CORP." 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 TWENTY-FOURTH DAY OF JUNE, A.D. 1996.



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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

7999941

DATE:

06-24-96