



PREMIERE MAIL
LEGAL & FINANCIAL SERVICES

1201 HAYS STREET
TALLAHASSEE, FL 32301-3007

800-342-8086

F96000003361

ACCOUNT NO. : 0721000000032

REFERENCE : 004414 4321422

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 28, 1996

ORDER TIME : 11:04 AM

ORDER NO. : 004414

CUSTOMER NO: 4321422

CUSTOMER: Carole Greenidge, Legal Asst
Joseph E. Seagram & Sons, Inc.
800 Third Avenue
7th Floor
New York, NY 10022

8000001881788
-07702796--01099--018
****122.50 ****122.50

FOREIGN FILINGS

NAME: SEAGRAM CAPITAL INVESTMENTS,
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: Cindy Helentjaris

907/2
96 JUL -2 PM12:49
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JUL -2 PM12:15
RECEIVED
DIVISION OF CORPORATION

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. SEAGRAM CAPITAL INVESTMENTS, 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
(FBI number, if applicable)
4. July 19, 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 817.155, F.S.))
7. c/o Joseph E. Seagram & Sons, Inc., Legal Department
800 Third Avenue, New York, New York 10022
(Current mailing address)
8. The purpose of the corporation is to engage in any lawful activity for which 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: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: Corporation Service Company
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.
Corporation Service Company
By: Carol Glaspie
(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
95 JUL -2 PM 12:40

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

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

Vice Chairman: Edward P. Falkenberg
Address: 800 Third Avenue
New York, New York 10022

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

Director: _____
Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

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

Vice President: Ann M. Giambusso
Address: 800 Third Avenue
New York, New York 10022

Secretary: Ann M. Giambusso
Address: 800 Third Avenue,
New York, New York 10022

Treasurer: Jeananne K. Hauswald
Address: 375 Park Avenue, New York, New York 10152

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

13. Ann M. Giambusso
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Ann M. Giambusso, Secretary
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -2 PM 12:19

State of Delaware

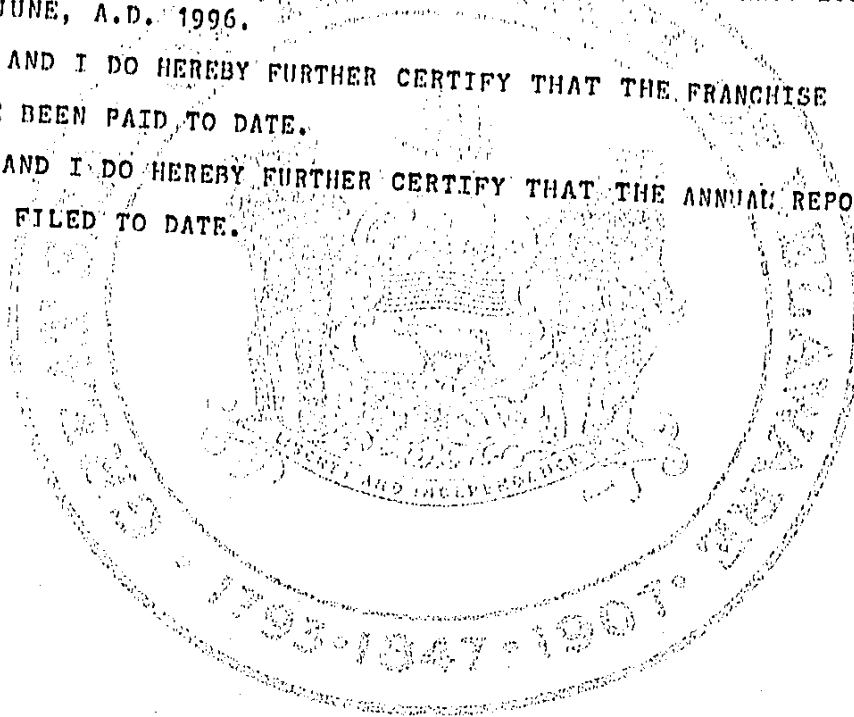
PAGE 1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SEAGRAM CAPITAL INVESTMENTS, 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 TWENTY-EIGHTH DAY OF JUNE, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE XES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL -2 PM 12:49



Edward J. Freel

Edward J. Freel, Secretary of State

2525660 8300

960191627

AUTHENTICATION: 8009460

DATE: 06-28-96