

1301 HAYS STREET
ALL TAXES PAID
JUL 22-96
JUL 22-96 TAX
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CSC networks
PRINCETON HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032
REFERENCE : 024097 4724048
AUTHORIZATION :
COST LIMIT : \$ 131.25 *Patricia Pizzuto*

ORDER DATE : July 18, 1996

ORDER TIME : 11:48 AM

ORDER NO. : 024097

CUSTOMER NO: 4724048

700001898497

CUSTOMER: Ms. Patricia A. Moeller
Greenberg Traurig Hoffman
153 E. 53rd St.
35th Floor
New York, NY 10022

FOREIGN FILINGS

NAME: HHP GENPAR, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Michelle Bailey

* Needs today's file date will send the original
Good Standing tomorrow.

Thank you
Karen Rorer

96 JUL 18 AM 11:50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

WLC
7/19

File
3rd

**APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

In compliance with §607.1503, FLORIDA STATUTES, the following is submitted to Register a FOREIGN CORPORATION TO TRANSACT BUSINESS in the State of Florida:

1. HHP GENPAR, INC.
(Name of Corporation adding the word "INCORPORATED", "COMPANY" OR "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 is incorporated)
3. 95-4588584
(F.E.I Number, if applicable)
4. July 11, 1996
(Date of Incorporation)
5. Perpetual
(Duration: Year corporation will cease to exist or "Perpetual")
6. Date of qualification in Florida
(Date first transacted business in Florida. (See §607.1501, 607.1502, and §617.155 F.S.))
7. 1999 Avenue of the Stars, Suite 1200, Los Angeles, CA 90067
(Current Mailing Address; please include city, state & zip code)
8. Any lawful business
(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: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida 32301


10. **REGISTERED AGENT'S ACCEPTANCE:** Having been named as the 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, Registered Agent
Karen B. Rozar

By: Karen B. Rozar (Signature)
Its: agent for Corporation Service Company

Date: July __, 1996

13.



(Signature of officer listed in #12)

Date: July 17, 1996

14.

Lawrence A. Kostin, Vice President

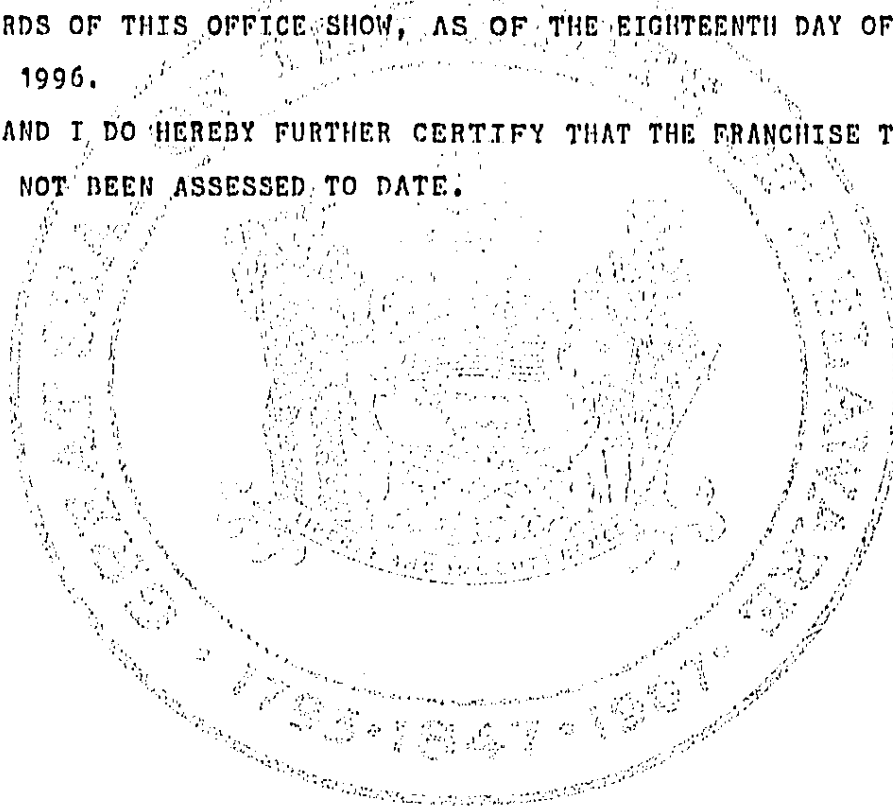
(Print or type name and office of person signing this application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 18 AM 11:50

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HHP GENPAR, 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 EIGHTEENTH DAY OF JULY, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 18 AM 11:50



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8031683

DATE: 07-18-96