

F96000004229

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
(904) 222-0171
(904) 222-1771 FAX

800-342-8086

ESC networks
PRINTED MAIL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 050851 4803290

AUTHORIZATION : *Patricia Pizito*

COST LIMIT : \$ 70.00

ORDER DATE : August 12, 1996

ORDER TIME : 10:26 AM

0000001021210

ORDER NO. : 050851

CUSTOMER NO: 4803290

CUSTOMER: Patrick Fairman, Secretary
Kramer, Levin, Naftalis &
919 Third Avenue

New York, NY 10022

FOREIGN FILINGS

NAME: HEADWAY GP, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

RECEIVED
96 AUG 19 PM 12:05
DIVISION OF CORPORATION

25 8/19

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

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. HEADWAY GP, 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. _____
(FEI number, if applicable)
4. APRIL 10, 1996
(Date of Incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. May 1, 1996
(Date first transacted business in Florida. (See sections 607, 1501, 607.1502, and 817, 155, F.S.))
7. c/o Donaldson, Lufkin & Jenrette, 277 Park Avenue, New York, NY 10172
(Current mailing address)

8. The purpose of the corporation is to engage in any lawful act or activity for which corporation is to engage in any lawful act or activity for which corporation may be organized under the General Corporation law of Delaware
(Purpose(s) of corporation authorized in home state or country to be carried in the state of Florida)

9. Name and street address of Florida registered agent:

Name: The Prentice-Hall Corporation Systems, 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.

By: Vicki Schenck - Asst. V.P.
(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 records in the jurisdiction under the law of which it is incorporated.

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

A. DIRECTORS

Chairman: David R. Weil

Address: c/o Donaldson, Lufkin & Jennrette,
277 Park Avenue, New York, NY 10172

Vice Chairman: _____

Address: _____

Director: Claire M. Power

Address: c/o Donaldson, Lufkin & Jennrette,
277 Park Avenue, New York, NY 10172

Director: Nicole J. Dunn

Address: c/o Donaldson, Lufkin & Jennrette
277 Park Avenue, New York, NY 10172

B. OFFICERS

President: _____

Address: _____

Vice President: Andrew Rifkin

Address: c/o Donaldson, Lufkin & Jennrette
277 Park Avenue, New York, NY 10172


Secretary: Thomas E. Seigler

Address: c/o Donaldson, Lufkin & Jennrette
277 Park Avenue, New York, NY 10172

Treasurer: Thomas E. Seigler

Address: c/o Donaldson, Lufkin & Jennrette
277 Park Avenue, New York, NY 10172

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. Andrew Rifkin, Vice President
(Typed or printed name and capacity of person signing application)

FILED
96 AUG 19 PM 1:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 "HEADWAY GP, 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 FIFTEENTH DAY OF AUGUST, A.D. 1996.

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

RECEIVED
96 AUG 19 PM 12:05
DIVISION OF CORPORATION

FILED
96 AUG 19 PM 1:17
SECRETARY OF STATE
TALLAHASSEE, ALABAMA



2614364 8300

960239304

Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

8070084

08-15-96

F96000004229

CT Corporation System

Requestor's Name

Address

Tall, FL

222-1092

City/State/Zip

Phone #

Tera

800001945198

-09/04/96--01083--013

*****70.00 *****35.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Headway GP, Inc.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

☐ Walk in

☐ Pick up time

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

SECRETARY OF STATE
TALLAHASSEE FLORIDA

96 SEP 11 PM 3:54

FILED

9/12

For R.A. change

Added name
& capacity
per Tera

Examiner's Initials

Florida Department of State, Jim Smith, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Delaware submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: Headway GP, Inc.

1b. Date of Incorporation April 16, 1996 Document number F96000004229

2. The name and address of the current registered agent and office:
The Prentice - Hall Corporation System, Inc.

1201 Hays Street, Tallahassee, FL 32301

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)

C T CORPORATION SYSTEM

c/o C T CORPORATION SYSTEM, 1200 South Pine Island Rd., Plantation, Florida 33324

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

C M Power
9/19/96
SIGNATURE
DATE

Claire M. Power, Assistant Secretary
Typed or printed name and title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

SIGNATURE BY: *C M Power* C T CORPORATION SYSTEM
(Registered Agent) Rec. Notan
DATE 9/19/96 Spec. Asst. Sec.

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314