

F 96000004939

Document Number Only

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLMASSIE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

BEE Corporation

700001991777
-08/26/96--01014--049
*****70.00 *****70.00

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- NonProfit
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- Foreign
- Limited Partnership
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FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

August 26, 1996

CT CORP

SUBJECT: BEF CORPORATION *of Delaware*
Ref. Number: W96000017877

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We have received your document for BEF CORPORATION and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6093.

Freta Lott
Corporate Specialist Supervisor

Letter Number: 596A00040374

Freta, *9-25-96*
Please see attached
Name resolution backdate docs to
8-26-96.

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314 *Thanks!*
Tamara

BEF CORPORATION

Consent in Writing of the Directors
In Lieu of Special meeting of board of directors
as of August 15, 1996

Pursuant to Section 141(f) of the General Corporation Law of Delaware, the undersigned, being all of the Directors of BEF Corporation (the "Corporation"), a Delaware corporation, hereby consent to the adoption of the following resolutions:

RESOLVED, that the Corporation be, and it hereby is, authorized to adopt the name

"BEF Corporation of Delaware"

under which it shall operate in any states or jurisdiction where its corporate name, BEF Corporation, is not available for use; and

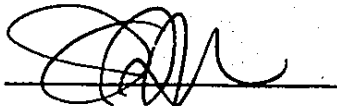
FURTHER RESOLVED, that BEF Corporation, organized and existing in the State of Delaware, hereby adopts the name BEF Corporation of Delaware for use in Florida; and

FURTHER RESOLVED, that the corporation adopts the name BEF Corporation of Delaware, under which it shall operate in Pennsylvania because its corporate name is not available for use in Pennsylvania, that the secretary or assistant secretary is authorized to certify a copy of this resolution and is directed to deliver a copy of the resolution to the secretary of the Commonwealth of Pennsylvania for filing, pursuant to Section 4123(b)(1), Title 15, Pa. C.S.A.; and

FURTHER RESOLVED, that any officers of Corporation be, and each of them hereby is authorized to make and file all necessary certificates, reports, power of attorney and other instruments as may be required by the laws of such state, locality, territory, possession, or country to authorized the Corporation to do business therein and to register the use of an assumed or fictitious name in connection therewith.

IN WITNESS WHEREOF, the undersigned have executed this instrument effective as of the 15th day of August, 1996.

James G. Duff



Joseph J. Mahoney



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**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. BEF Corporation
(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. 94-3249983
(FEI number, if applicable)
4. August 13, 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 Corporation Trust Company, 1209 Orange Street, Wilmington,
Delaware 19801
(Current mailing address)
8. Leasing and/or financing of personal property
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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9. Name and street address of Florida registered agent:

Name: C T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine
Island Road
Plantation, Florida, 33324
(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.

C T Corporation System
Margaret Bertosen
(Registered agent's signature) (Officer)

MARGARET BERTOSEN, ASST. SECY.
(Type Name and Title of Officer)

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: James G. Duff

Address: 733 Front Street

San Francisco, California 94111

Vice Chairman: _____

Address: _____

Director: James J. Mahoney

Address: 733 Front Street

San Francisco, California 94111

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. *Jeffrey M. Johnston*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Jeffrey M. Johnston Vice President
(Typed or printed name and capacity of person signing application)

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

**Officers of
BEF Corporation**

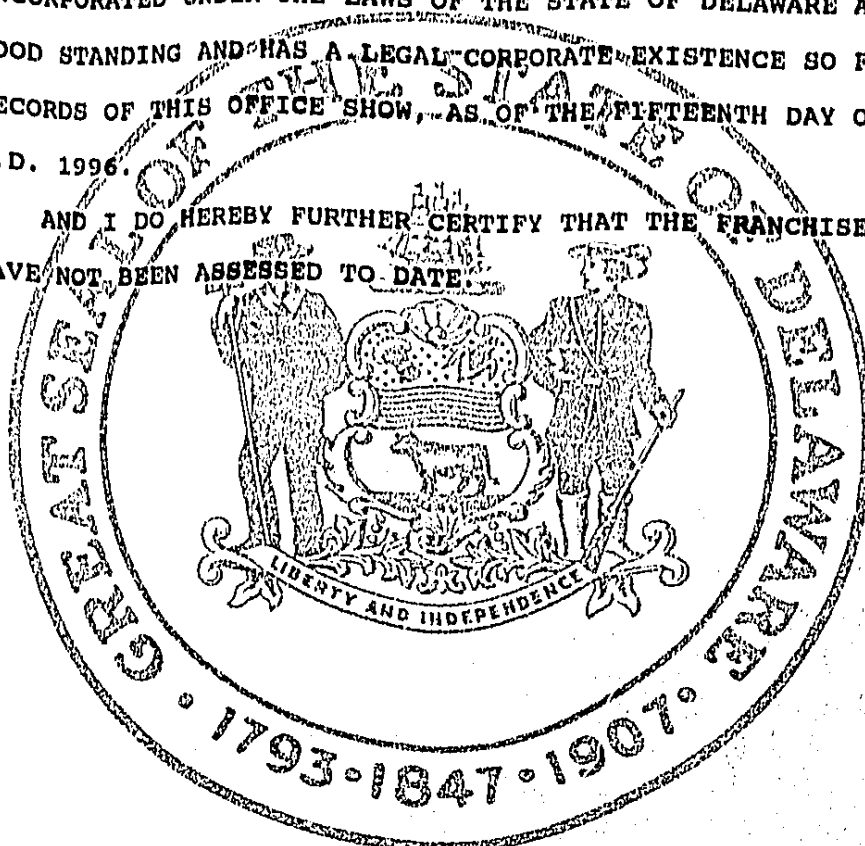
1. James G. Duff, CEO
733 Front Street
San Francisco, California 94111
2. James J. Mahoney, Vice Presiden & CFO
733 Front Street
San Francisco, California 94111
3. Henry Lerner, Vice president & Secretary
733 Front Street
San Francisco, California 94111
4. Stephen D. Nutt, Assistant Secretary
733 Front Street
San Francisco, California 94111
5. Lloyd K. Masukawa, Assistant Secretary
733 Front Street
San Francisco, California 94111
6. Russell N. Huth, Assistant Secretary
733 Front Street
San Francisco, California 94111
7. Robert A. Keyes, Controller
733 Front Street
San Francisco, California 94111
8. Suzanne F. Isaacs, Director Operations
733 Front Street
San Francisco, California 94111
9. J. M. Johnston, Vice President, Credit
733 Front Street
San Francisco, California 94111

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BEF CORPORATION" 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.



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Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

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960238431

8068939

08-15-96