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CSC networks
PRESTIGE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032
REFERENCE : 122796 4304335
AUTHORIZATION : *Patricia Piggott*
COST LIMIT : \$ 70.00

ORDER DATE : October 16, 1996

ORDER TIME : 10:28 AM

ORDER NO. : 122796-005

W96-22232
100001979951--8

CUSTOMER NO: 4304335

CUSTOMER: Joan Donovan, Legal Assistant
Kirkland & Ellis
Suite 5619a
200 East Randolph Drive
Chicago, IL 60601

10/21

FOREIGN FILINGS

NAME: KEYSTONE GROUP HOLDINGS 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: Michael E. Klunk

FILED
96 OCT 18 AM 9:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 OCT 18 AM 11:35
DIVISION OF CORPORATION



RECEIVED

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 18, 1996

CSC

SUBJECT: KEYSTONE GROUP HOLDINGS, INC.
Ref. Number: W0600022232

We have received your document(s) in this office, however, the document is being returned for the following:

A brief description of the entity's nature of business must be included in the document.

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) 487-6094.

Doug Dickinson
Document Specialist

Letter Number: 496A00048213

RESUBMIT
Please give original
submission date as file date.

**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. Keystone Group Holdings, 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 3. Applied For
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. October 9, 1996 5. Perpetual
(Date of Incorporation) (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. 100 N. Tampa Street, Suite 3100
Tampa, FL 33602
(Current mailing address)

8. Holding company
(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: Brent Von Horn
Office Address: 100 N. Tampa Street Suite 3100
Tampa, Florida, 33602
(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: [Signature]
(Registered agent's signature)
Brent Von Horn

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.

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Robert G. Horn

Address: _____

100 N. Tampa Street, Suite 3100
Tampa, FL 33602

Director: _____

Address: _____

B. OFFICERS

President: Robert G. Horn

Address: 100 N. Tampa St., Suite 3100
Tampa, FL 33602

Vice President: _____

Address: _____

Secretary: Steven A. Tidwell

Address: 100 N. Tampa St., Suite 3100
Tampa, FL 33602

Treasurer: _____

Address: _____

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

13. Steven A. Tidwell
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. Steven A. Tidwell, Secretary
(Typed or printed name and capacity of person signing application)

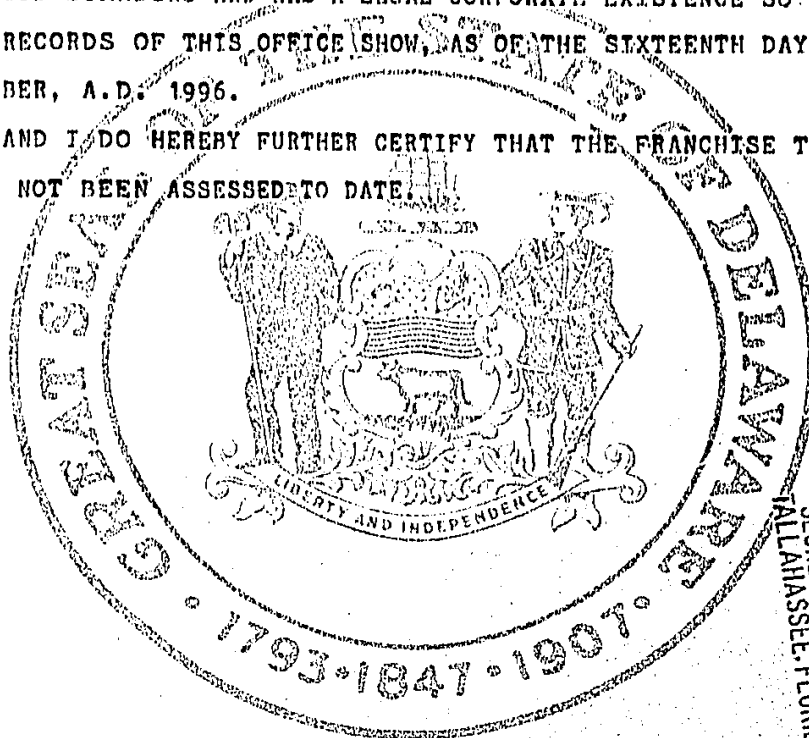
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TALLAHASSEE, FLORIDA

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 "KEYSTONE GROUP HOLDINGS, 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 SIXTEENTH DAY OF OCTOBER, A.D. 1996.

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



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

2666698 8300

960300976

AUTHENTICATION: 8149076

DATE: 10-16-96