

F9600005660

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TALLAHASSEE, FL 32301-2607
904-222-1711
904-222-1710 FAX

800-344-8086

CSC networks
PRESTIGE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072106000032
REFERENCE : 137869 - 4322603
AUTHORIZATION : Patricia T...
COST LIMIT : \$ 70.00

ORDER DATE : October 30, 1996

ORDER TIME : 1:30 PM

ORDER NO. : 137869-005

300001993223--2

CUSTOMER NO: 4322603

CUSTOMER: Ms. Blair Blunt
Locke Purnell Rain Harrell
2200 Ross Avenue
Suite #2200
Dallas, TX 75201

FOREIGN FILINGS

NAME: DJS HOLDINGS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX CERTIFIED COPY
_____ PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: GAIL WILLIAMS

96 OCT 31 PM 2:21
DIVISION OF CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 31 PM 3:10

10/31

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DIVISION OF CORPORATION

DJS HOLDINGS, INC.

-000-

**WRITTEN CONSENT OF DIRECTORS IN LIEU OF
SPECIAL MEETING**

as of October 21, 1996

-000-

Pursuant to the provisions of Sections 108(c) and 141(f) of the General Corporation Law of Delaware, the undersigned, being all of the directors of DJS Holdings, Inc., a Delaware corporation (the "Corporation"), hereby consent to the taking of the following action upon the written consent of all of the directors of the Corporation to the same effect and for all purposes as if an actual organizational meeting of the Board of Directors had been held on October 21, 1996. The action set forth below shall constitute the valid corporate action of all of the directors of the Corporation and shall have the same force and effect as if such action had been authorized and taken at a formal organizational meeting of the Board of Directors, duly convened and held on the above date.

WHEREAS, the name, "DJS Holdings, Inc." is not available for use in qualifying the corporation to do business in the state of Florida;

THEREFORE BE IT RESOLVED, that the undersigned hereby authorize the adoption of the alternate name, "DJS Holdings of Delaware, Inc." for use in qualifying the corporation to do business in the state of Florida.

IN WITNESS WHEREOF, each of the undersigned has hereunto subscribed his name as a director of DJS Holdings, Inc., a Delaware corporation, as of the date first written above, in attestation to the accuracy of the foregoing written consent.



Michael D. Walter, Director



David B. Henry, Director



G. J. Santoro, Director

**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. DJS Holdings, Inc. (See attached Directors' resolution re D/B/A)
(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. 75-2674760
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. October 16, 1996 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon filing of this application
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. c/o GE Capital Realty Group, Inc., Two Bent Tree Tower, 16479 Dallas Pkwy, Suite 400
Dallas, TX 75248-2661
(Current mailing address)

8. Ownership and operation of commercial real estate and any lawful act or activity
for which corporations may be organized.
(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
(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: *Jack A. Healy, Jr.* as agent
(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.

12. Names and addresses of officers and/or directors: SEE EXHIBIT A ATTACHED HERETO.

A. DIRECTORS SEE EXHIBIT A ATTACHED HERETO

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS SEE EXHIBIT A ATTACHED HERETO

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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. Michael D. Frazier, President
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT 31 PM 3:10

EXHIBIT A

DJS HOLDINGS, INC.

The names and respective addresses of its directors are:

NAME	ADDRESS
Michael D. Frazier	292 Long Ridge Road Stamford, CT 06927
David B. Henry	292 Long Ridge Road Stamford, CT 06927
G. J. Santoro	292 Long Ridge Road Stamford, CT 06927

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The names and respective addresses of its officers are:

NAME AND OFFICE	ADDRESS
Michael D. Frazier President	292 Long Ridge Road Stamford, CT 06927
Michael Hudspeth Vice President	GE Capital Realty Group, Inc. Two Bent Tree Tower 16479 Dallas Parkway, Suite 400 Dallas, Texas 75248-2661
Robert Riggs Vice President	GE Capital Realty Group, Inc. Two Bent Tree Tower 16479 Dallas Parkway, Suite 400 Dallas, Texas 75248-2661
Pamela S. Schutz Vice President	GE Capital Realty Group, Inc. Two Bent Tree Tower 16479 Dallas Parkway, Suite 400 Dallas, Texas 75248-2661
Bruce Wheelless Vice President	GE Capital Realty Group, Inc. Two Bent Tree Tower 16479 Dallas Parkway, Suite 400 Dallas, Texas 75248-2661
Susan Maguire Secretary	GE Capital Realty Group, Inc. Two Bent Tree Tower 16479 Dallas Parkway, Suite 400

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DJS 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 THIRTIETH DAY OF OCTOBER, 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 OCT 31 PM 3:10



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2673968 8300

960315599

AUTHENTICATION:

8169707

DATE:

10-30-96