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F96000006574

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

100002031191--5
-12/17/96--01118--004
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12/16

INDMP Corporation

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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. MDMP 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. 95-4456456
(FEI number, if applicable)

4. December 20, 1993
(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. 500 South Buena Vista Street, Burbank, California 91521

(Current mailing address)

8. Real estate investment trust
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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TALLAHASSEE, FLORIDA

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

(Registered agent's signature) (Officer)

Thomas C. Totaro
Assistant Secretary

(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

Director: Sanford M. Litvack

Address: 500 S. Buena Vista Street

Burbank, CA 91521

Director: Marsha L. Reed

Address: 500 South Buena Vista Street

Burbank, CA 91521

Director: David K. Thompson

Address: 500 South Buena Vista Street

Burbank, CA 91521

Director: _____

Address: _____

B. OFFICERS

President: Richard D. Manula

Address: 500 South Buena Vista Street

Burbank, CA 91521

Vice President: David K. Thompson

Address: 500 South Buena Vista Street

Burbank, CA 91521

Secretary: Marsha L. Reed

Address: 500 South Buena Vista Street

Burbank, CA 91521

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Treasurer: Anne L. Bueltner
Address: 600 South Buena Vista Street
Burbank, CA 91521

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

13. *Marsha L. Read*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Marsha L. Read, Secretary
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

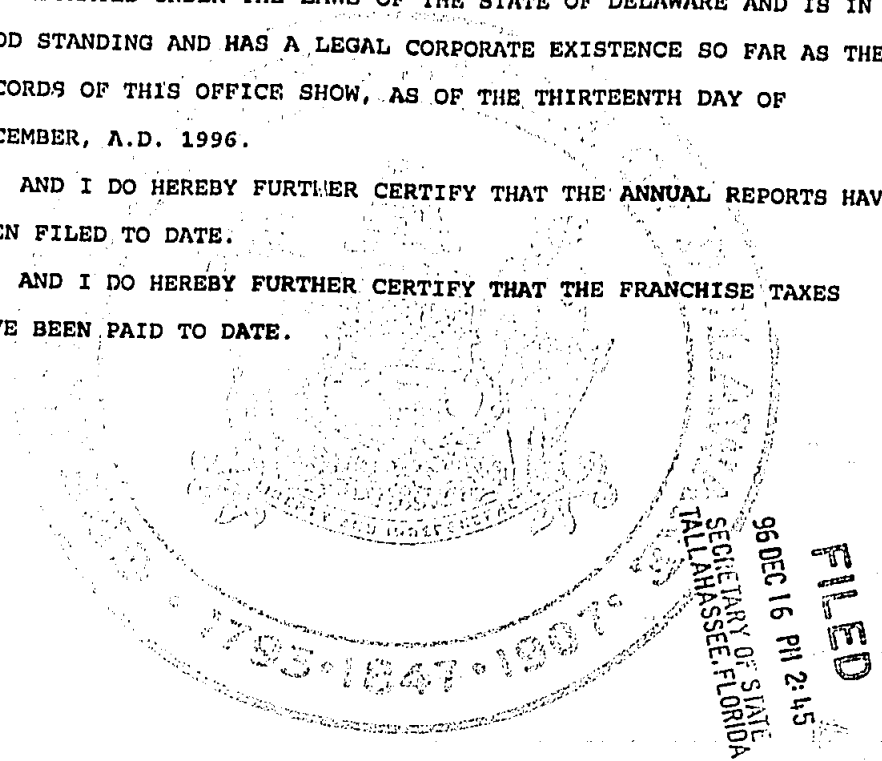
State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MDMP 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 THIRTEENTH DAY OF DECEMBER, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

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960367490

AUTHENTICATION:

DATE:

8239656

12-13-96