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THE UNITED STATES  
CORPORATION  
COMPANY

File 1st

ACCOUNT NO. : 072100000032

REFERENCE : 624440 7140906

AUTHORIZATION

Patricia P. P. P.

COST LIMIT : \$ 70.00

ORDER DATE : December 5, 1997

ORDER TIME : 10:06 AM

ORDER NO. : 624440-010

500002368075--9

CUSTOMER NO: 7140906

CUSTOMER: Ms. Mitzi R. Pangman  
Insignia Commercial  
Suite 400  
3100 Monticello  
Dallas, TX 75205

FOREIGN FILINGS

NAME: HIAWASSEE OAK CORP.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Harris

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 DEC 10 PM 12:12

12/10

RECEIVED  
57 DEC 10 AM  
DEPARTMENT OF  
STATE OF FLORIDA  
HIAWASSEE, FLA.

**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. Hiawassee Oak 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. 95-4661684

(FEI number, if applicable)

4. November 18, 1997

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. approx. December 22, 1997

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. c/o ING Barings, 11100 Santa Monica Boulevard, Suite 500

Los Angeles, California 90025

(Current mailing address)

8. Any lawful business activity.

(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: (P.O. Box or Mail Drop Box **NOT** acceptable)

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.*

Corporation Service Company

By: Karen B. Rozar

(Registered agent's signature)

Karen B. Rozar, As Its Agent

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: (Street address ONLY- P.O. Box NOT acceptable)

**A. DIRECTORS (Street address only- P.O. Box NOT acceptable)**

Chairman: Robert D. McSween

Address: 135 E. 75th Avenue, New York, New York 10021

Vice Chairman: N/A

Address: \_\_\_\_\_

Director: Brad Muth, Fred Assenheimer, Jon Red

Address: 135 E. 75th Avenue, New York, New York 10021

Director: John Wickser

Address: 11100 Santa Monica Boulevard, Los Angeles, California 90025

**B. OFFICERS (Street address only- P.O. Box NOT acceptable)**

President: Robert D. McSween

Address: 135 E. 75th Avenue, New York, New York 10021

Vice President: David Quigley

Address: 11100 Santa Monica Boulevard, Los Angeles, California 90025

Secretary: Linda Ensbury

Address: 11100 Santa Monica Boulevard, Los Angeles, California 90025

Treasurer: Yasmin Mohammed

Address: 11100 Santa Monica Boulevard, Los Angeles, California 90025

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. Vice President

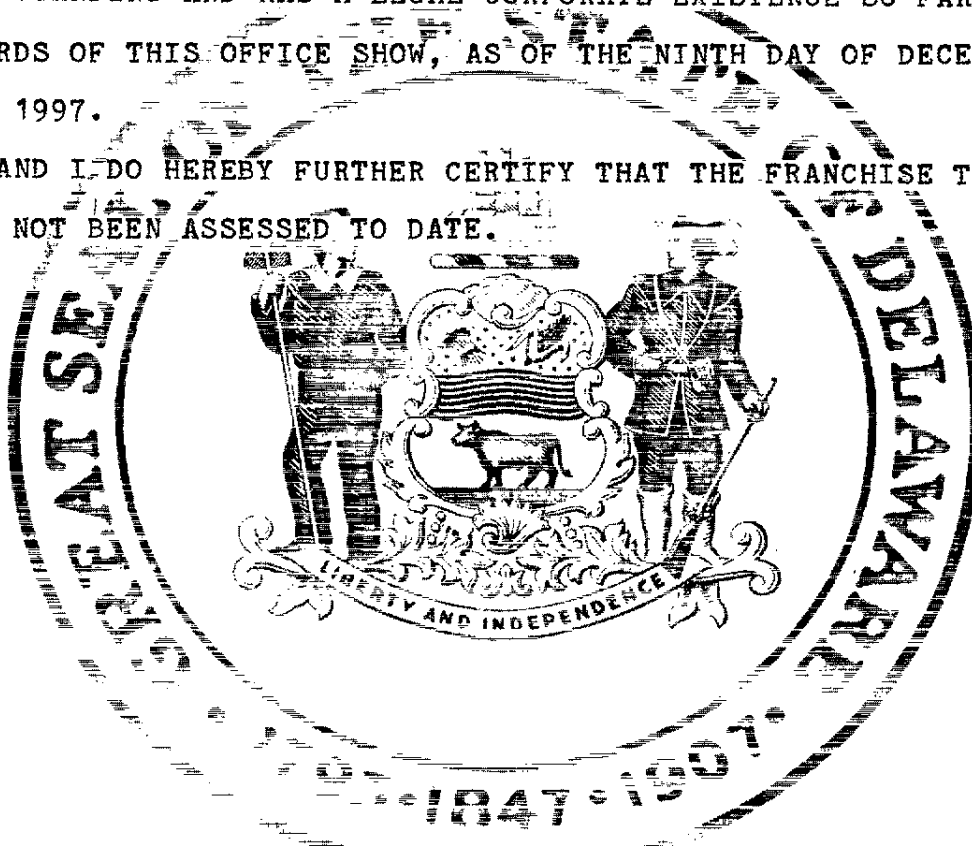
(Typed or printed name and capacity of person signing application)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 DEC 10 PM 12:12

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HIAWASSEE OAK 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 NINTH DAY OF DECEMBER, A.D. 1997.

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



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 DEC 10 PM 12:12



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8799626

DATE: 12-09-97