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ACCOUNT NO. : 072100000032

REFERENCE : 667420 4334364

AUTHORIZATION : *Patricia Pujate*

COST LIMIT : \$ 70.00

ORDER DATE : January 13, 1998

ORDER TIME : 1:05 PM

ORDER NO. : 667420-005

CUSTOMER NO: 4334364

800002400378--4

CUSTOMER: Janice D. Thompson, Legal Asst
Weil Gotshal & Manges LLP
Suite 1300
100 Crescent Court
Dallas, TX 75201-6950

FOREIGN FILINGS

NAME: OMNI/HSW ACQUISITION, 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: Jeanine Glisar

2/14
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 14 PM 3:00
RECEIVED
98 JAN 14 PM 2:41
DIVISION OF CORPORATION

**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. Omni/HSW Acquisition, 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
(State or country under the law of which it is incorporated)
3. Applied for
(FEI number, if applicable)
4. January 8, 1998
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Will commence business upon filing of application
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 200 Crescent Court, Suite 1600
Dallas, Texas 75201
(Current mailing address)
8. To engage in any and all lawful acts and activity for which corporations
may do business in Florida
(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: *Paul Shelby*
(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: (Street address ONLY- P.O. Box NOT acceptable)

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

Chairman: See Exhibit A attached hereto.

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See Exhibit A attached hereto.

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. Daniel S. Dross
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. Daniel S. Dross, Vice President
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 14 PM 3:00

EXHIBIT A

**APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
OF
OMNI/HSW ACQUISITION, INC.**

DIRECTORS:

Jack D. Furst, Chairman of the Board
200 Crescent Court, Suite 1600
Dallas, Texas 75201

Carl E. Hirsch
3100 South Ocean Boulevard, 703N
Palm Beach, Florida 33480

Lawrence D. Stuart, Jr.
200 Crescent Court, Suite 1600
Dallas, Texas 75201

Anthony S. Ocepek
2335 South Ocean Boulevard
Palm Beach, Florida 33480

Eric C. Neuman
200 Crescent Court, Suite 1600
Dallas, Texas 75201

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 14 PM 3:00

OFFICERS:

Jack D. Furst
200 Crescent Court, Suite 1600
Dallas, Texas 75201

Chairman of the Board

Carl E. Hirsch
3100 South Ocean Boulevard, 703N
Palm Beach, Florida 33480

President and Chief Executive
Officer

Lawrence D. Stuart, Jr.
200 Crescent Court, Suite 1600
Dallas, Texas 75201

Executive Vice President

Anthony S. Ocepek
2335 South Ocean Boulevard
Palm Beach, Florida 33480

Senior Vice President and Chief
Operating Officer

Eric C. Neuman
200 Crescent Court, Suite 1600
Dallas, Texas 75201

Vice President

F. Howard Mandel
3900 Key Center
127 Public Square
Cleveland, Ohio 44114-1216

Vice President and Assistant
Secretary

Steven M. Smith
200 Crescent Court, Suite 1600
Dallas, Texas 75201

Vice President and Assistant
Secretary

Daniel S. Dross
200 Crescent Court, Suite 1600
Dallas, Texas 75201

Vice President, Secretary
and Treasurer

Linda Ehlers
200 Crescent Court, Suite 1800
Dallas, Texas 75201

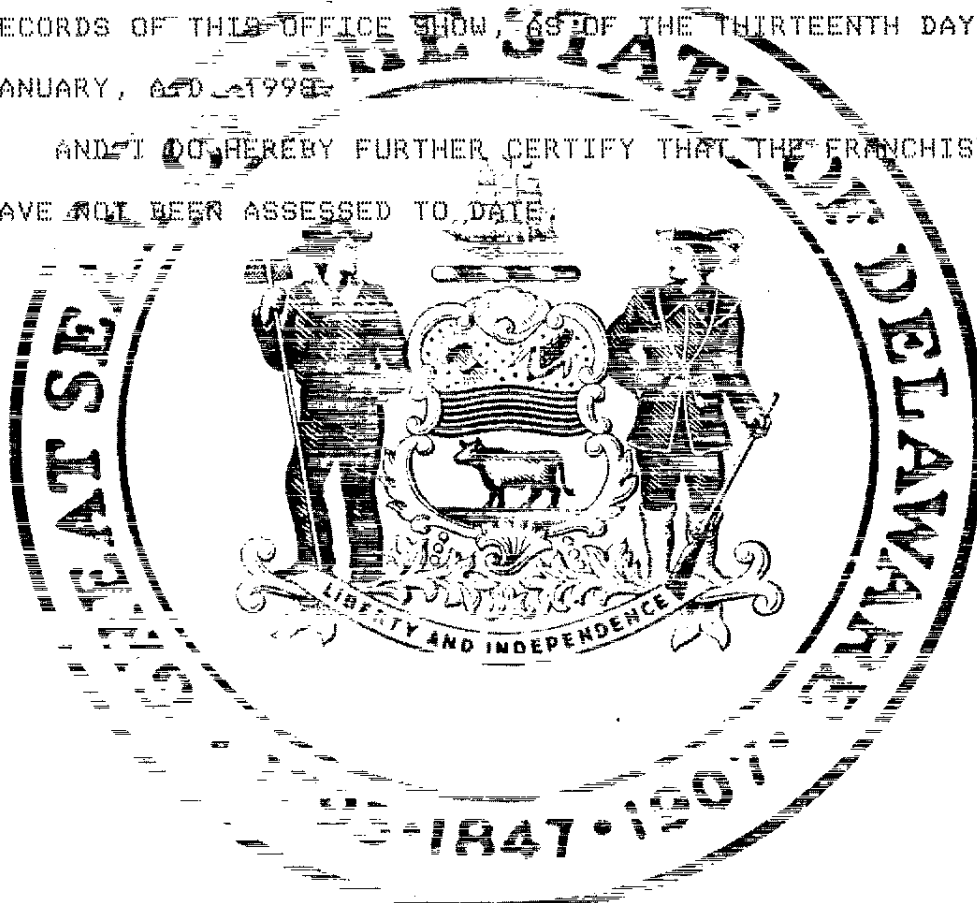
Assistant Secretary and
Assistant Treasurer

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 14 PM 3:00

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OMNI/HSW ACQUISITION, 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 THIRTEENTH DAY OF JANUARY, A.D. 1998.

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



FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 98 JAN 14 PM 3:00



Edward J. Freel

Edward J. Freel, Secretary of State

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8863651

AUTHENTICATION:

DATE:

01-13-98