



THE UNITED STATES
CORPORATION
COMPANY

F98000000378

ACCOUNT NO. : 072100000032
REFERENCE : 659302 4303796
AUTHORIZATION :
COST LIMIT : \$ 122.50

Patricia Pyjunt

ORDER DATE : January 6, 1998
ORDER TIME : 9:23 AM
ORDER NO. : 659302-005
CUSTOMER NO: 4303796

W98-465

000002393470-6

CUSTOMER: Amy B. Gottesmann, Legal Asst
Kirkland & Ellis
655 Fifteenth Street, N.w.
Suite 1200
Washington, DC 20005

RECEIVED
98 JAN -8 AM 9:57
DIVISION OF CORPORATION

FOREIGN FILINGS

NAME: SB MGT. CORP.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

F98-378

CONTACT PERSON: Andrew Cumper

W 1/22
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN -8 PM 12:11



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 8, 1998

CSC
ATTN: ANDREW CUMPER

SUBJECT: SB MGT. CORP.
Ref. Number: W98000000465

RESUBMIT
Please give original
submission date as file date.

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

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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 (850) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 198A00001056

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98 JAN 22 AM 11:40
DIVISION OF CORPORATIONS

SB MGT. CORP.**RESOLUTIONS OF BOARD OF DIRECTORS**

I, the undersigned, Thomas Byrne, do hereby certify that this Resolution of the Board of Directors of **SB Mgt. Corp.**, a corporation duly organized and existing under the laws of the State of Delaware, was duly adopted on the date herein signed below.

NOW BE IT RESOLVED, that **SB Mgt. Corp.**, organized and existing in the State of Delaware, hereby adopts the name, **SRB Mgt. Corp.**, for use in Florida.

Dated: 1/25/98

By: 

Name: Thomas Byrne

Title: Vice President

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DIVISION OF CORPORATIONS
98 JAN -8 PM12:11

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. SB MGT. CORP.
(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. 11-19-97
(Date of Incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon filing of Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 350 S.E. 2nd Street
Fort Lauderdale, FL 33301
(Current mailing address)
8. Financial Investment
(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: Laura R. Dunlop
(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: Steven R. Barrard

Address: 110 S.E. 6th Street
Fort Lauderdale, FL ~~33301~~ 33301

Vice Chairman: Thomas C. Byrne

Address: 350 S.E. 2nd Street
Fort Lauderdale, FL 33301

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Steven R. Barrard

Address: 110 S.E. 6th Street
Fort Lauderdale, FL 33301

Vice President: Thomas C. Byrne

Address: 350 S.E. 2nd Street
Fort Lauderdale, FL 33301


Secretary: Thomas Aucamp

Address: 350 S.E. 2nd Street
Fort Lauderdale, FL 33301

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.)

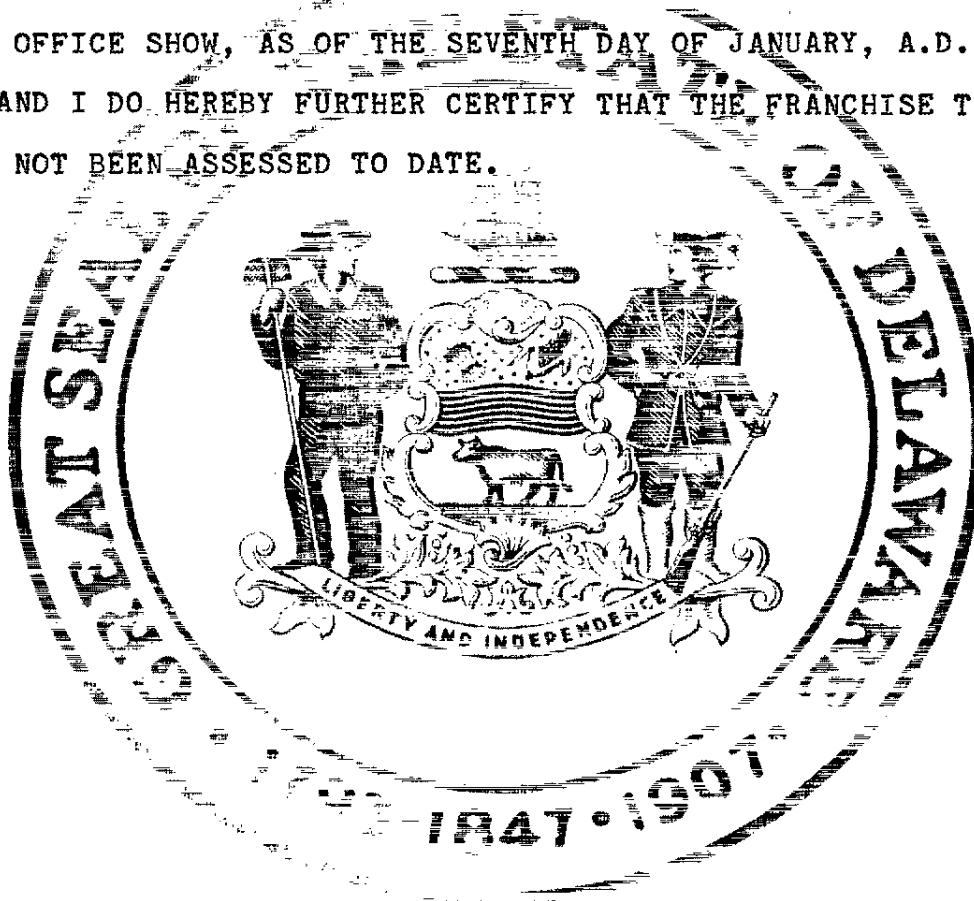
14. Thomas Byrne Vice Chairman
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN -8 PM 12:12

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SB MGT. CORP." 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 SEVENTH DAY OF JANUARY, A.D. 1998.

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



98 JAN -8 PM 12:12

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS



Edward J. Freel

Edward J. Freel, Secretary of State

2822688 8300

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AUTHENTICATION:

8852282

DATE:

01-07-98