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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 687469 4320919

AUTHORIZATION : *Patricia Pujato*

COST LIMIT : \$ 70.00

ORDER DATE : January 29, 1998

ORDER TIME : 12:26 PM

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ORDER NO. : 687469-010

CUSTOMER NO: 4320919

CUSTOMER: Glenn P. Dickes, Esq
Macandrews & Forbes Holdings
625 Madison Avenue
12th Floor
New York, NY 10022

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98 JAN 30 PM 1:12

DIVISION OF CORPORATION

FOREIGN FILINGS

NAME: MAFCO CONSOLIDATED GROUP INC.

98 JAN 30 PM 2:24

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

XXXX QUALIFICATION ... (TYPE: CO)

mntn
1/30

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO 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. Mafco Consolidated Group 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. 02-0424104

(FEI number, if applicable)

4. June 1, 1988

(Date of Incorporation)

5. perpetual

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

6. January 1, 1998 -

(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 5900 North Andrews Avenue, Suite 700-A, Fort Lauderdale, FL 33309

(Current mailing address)

8. To operate a holding company principal office.

(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, Suite 105

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: _____

Vicki Schreiner, Asst. V.P.
(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.

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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: & Director: Ronald O. Perelman

Address: 35 East 62nd Street, New York, NY 10021

Vice Chairman: & Director: Howard Gittis

Address: 35 East 62nd Street, New York, NY 10021

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Chairman: Ronald O. Perelman

Address: 35 East 62nd Street, New York, NY 10021

Vice-President: Vice Chairman: Howard Gittis

Address: 35 East 62nd Street, New York, NY 10021

Vice President

& Secretary: Glenn P. Dickes

Address: 35 East 62nd Street, New York, NY 10021

Vice President &
Asst Treasurer: Gerry R. Kessel

Address: 35 East 62nd Street, New York, NY 10021

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. _____

Glenn P. Dickes

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

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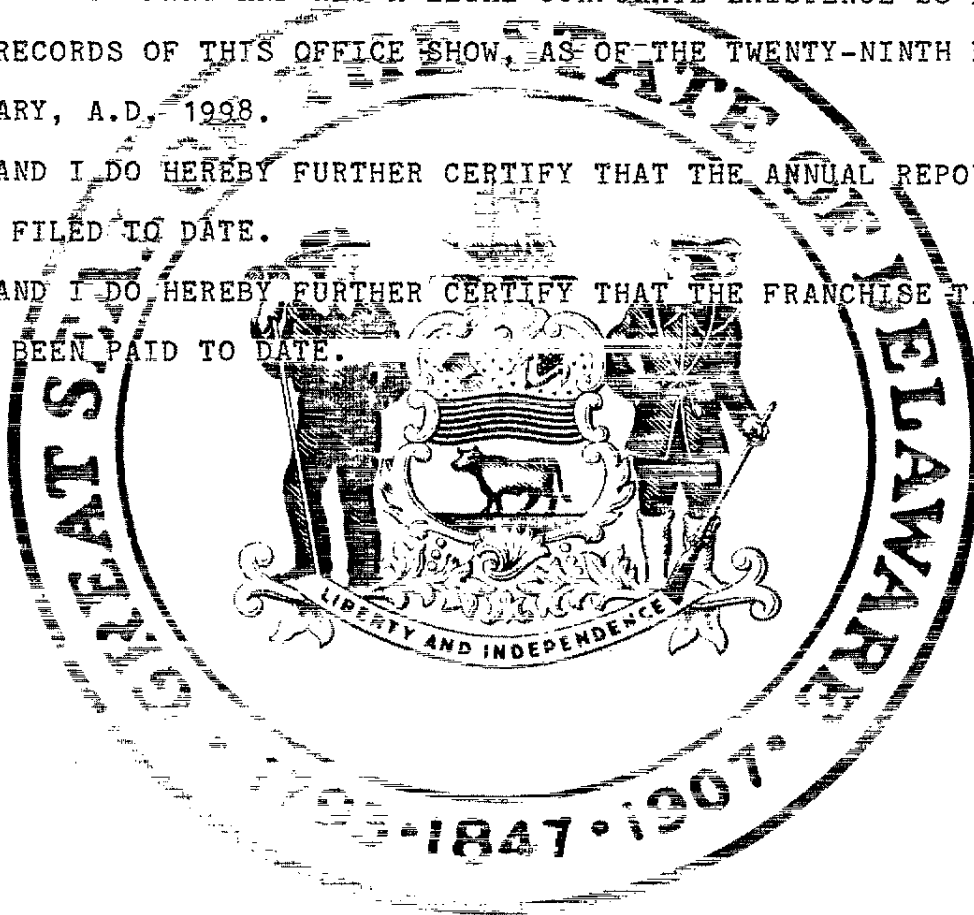
State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MAFCO CONSOLIDATED GROUP 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 TWENTY-NINTH DAY OF JANUARY, A.D. 1998.

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.



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DIVISION OF CORPORATIONS
98 JAN 30 PM 2:24



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8892822

DATE: 01-29-98