



THE UNITED STATES
CORPORATION
COMPANY

F980000000587

ACCOUNT NO. : 072100000032

REFERENCE : 687469 4320919

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pizut

ORDER DATE : January 29, 1998

ORDER TIME : 8:56 AM

ORDER NO. : 687469-005

CUSTOMER NO: 4320919

600002417946--1

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

FOREIGN FILINGS

NAME: CLN HOLDINGS INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

FILED
98 FEB - 2 PM 12:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 FEB - 2 AM 10:03
DEPARTMENT OF STATE
DIVISION OF CORPORATE AFFAIRS
TALLAHASSEE, FLORIDA

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. CLN Holdings 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. 65-0752460
(FEI number, if applicable)
4. May 7, 1997
(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: Vicker Schreiber Anst. 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.

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

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

13. Glenn P. Dickes

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

14. _____

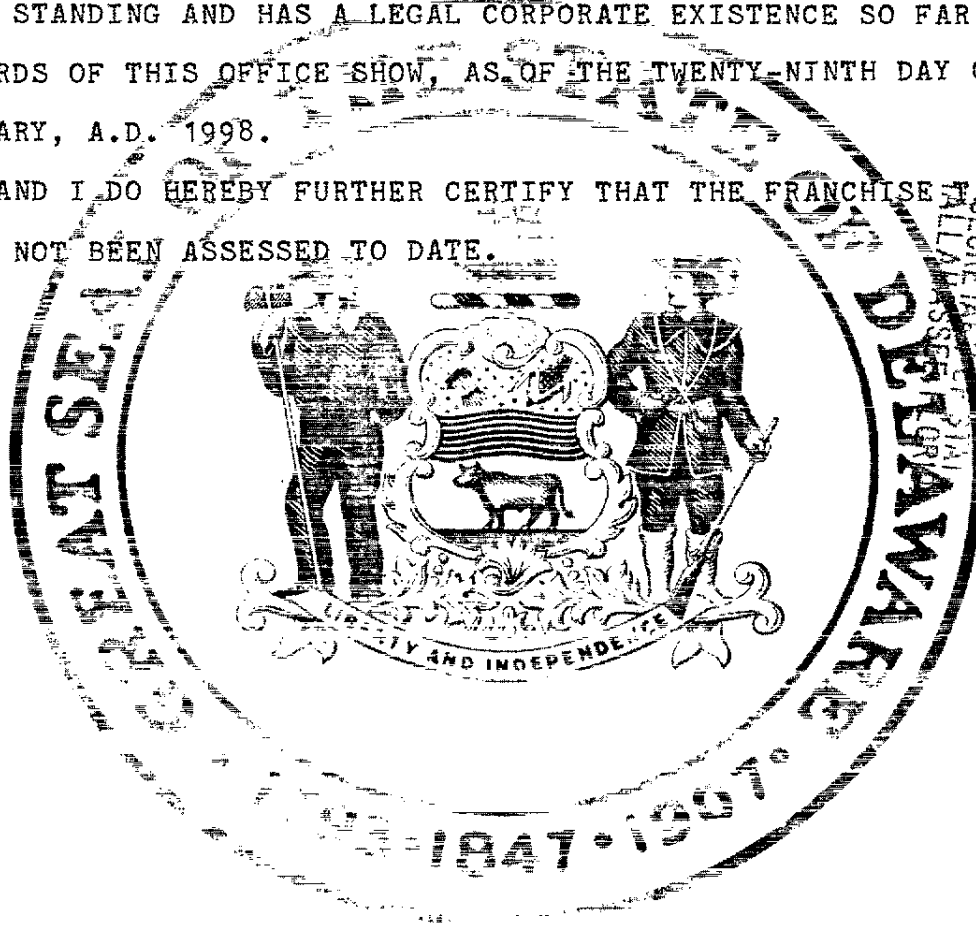
(Typed or printed name and capacity of person signing application)

98 FEB -2 PM 12:09
FILED
TALLAHASSEE, FL
SECRETARY

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CLN HOLDINGS 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 FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



98 FEB -2 PM 12:09

FILED



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8892559
DATE: 01-29-98