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ACCOUNT NO. : 072100000032
REFERENCE : 700354 4312431
AUTHORIZATION : Patricia Tzyuk
COST LIMIT : \$ 70.00

ORDER DATE : February 10, 1998
ORDER TIME : 9:33 AM
ORDER NO. : 700354-005
CUSTOMER NO: 4312431

CUSTOMER: John H. Irons, Esq
Pircher, Nichols & Meeks
1999 Avenue Of The Stars
26th Floor
Los Angeles, CA 90067-6077

700002426467--6

FOREIGN FILINGS

NAME: IRP OAK HILL GENERAL CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Stacy L Earnest

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 10 AM 11:17
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2/10
RECEIVED
98 FEB 10 AM 10:50
DIVISION OF CORPORATION

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. 57th Avenue, New York, New York 10021

Vice Chairman: N/A

Address: _____

Director: Brad Muth

Address: 135 E. 57th Avenue, New York, New York 10021

Director: John Wickser

Address: 11100 Santa Monica Boulevard, Suite 500
Los Angeles, California 90025

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

President: Robert D. McSween

Address: 135 57th Avenue, New York, New York 10021

Vice President: John Wickser

Address: 11100 Santa Monica Boulevard, Suite 500
Los Angeles, California 90025

Secretary: Linda Ensbury

Address: 11100 Santa Monica Boulevard, Suite 500
Los Angeles, California 90025

Treasurer: Yasmin Mohammed

Address: 11100 Santa Monica Boulevard, Suite 500
Los Angeles, California 90025

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

13. Linda K Ensbury
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

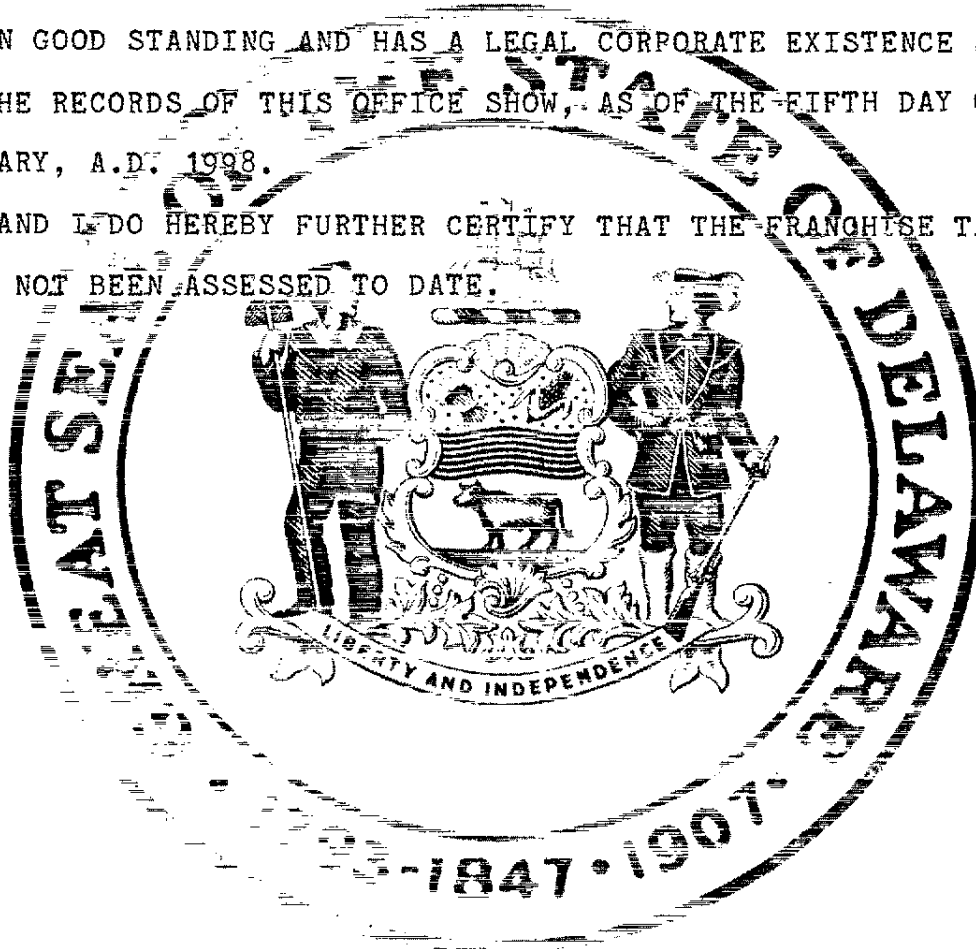
14. Linda Ensbury, Vice President, General Counsel and Secretary

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

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "IRP OAK HILL GENERAL 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 FIFTH DAY OF JANUARY, A.D. 1998.

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



98 FEB 10 AM 11:17

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8848054

DATE: 01-05-98