

F98000000785



ACCOUNT NO. : 072100000032

REFERENCE : 700354

AUTHORIZATION :

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
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 10 AM 11:17
mtu
2/10
RECEIVED
98 FEB 10 AM 10:50
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. IRP OAK HILL GENERAL CORPORATION
(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. 95-4664846
(FEI number, if applicable)
4. December 22, 1997
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. January 1998
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. c/o ING Barings, 11100 Santa Monica Boulevard, Suite 500,
Los Angeles, California 90025
(Current mailing address)
8. Any lawful business
(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.

By: Karen B. Rozar
(Registered agent's signature)
Karen B. Rozar, As Its Agent

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: 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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 10 AM 11:17

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.)

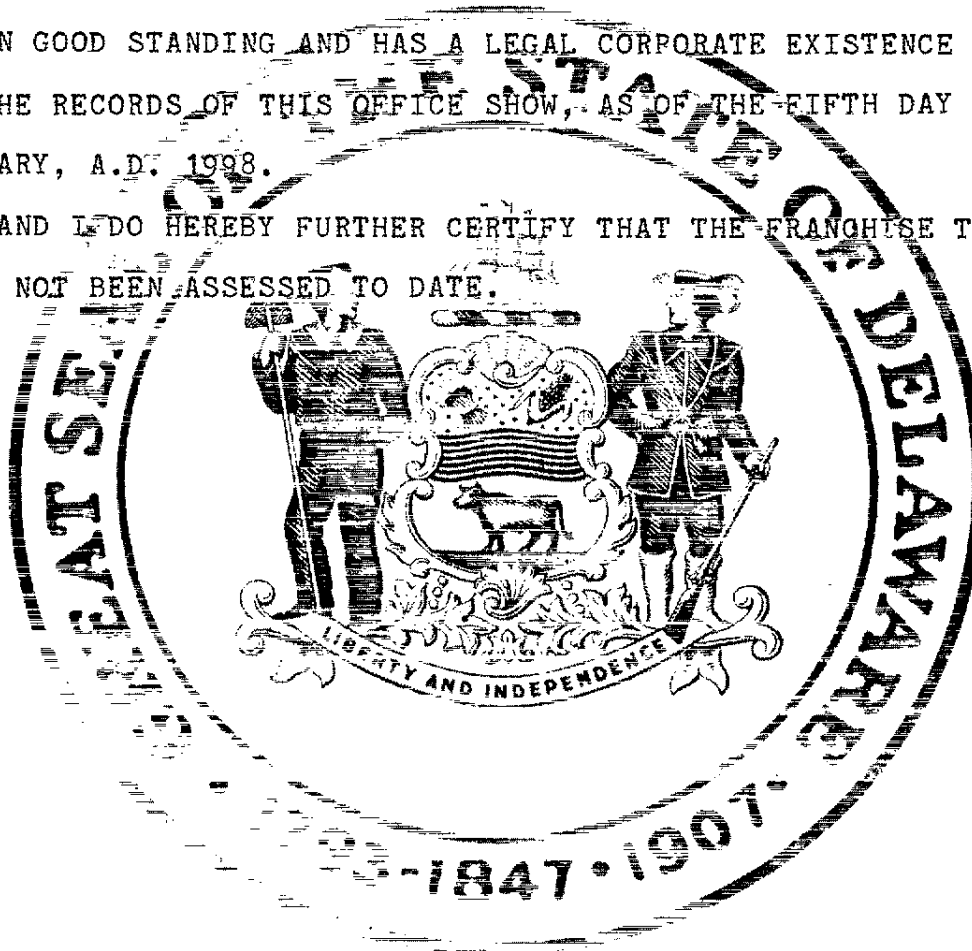
14. Linda Ensbury, Vice President, General Counsel and Secretary

(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.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 10 AM 11:17



Edward J. Freel

Edward J. Freel, Secretary of State

2836844 8300

981003006

AUTHENTICATION: 8848054

DATE: 01-05-98