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ACCOUNT NO. OF CORPORATION : 072100000032
DIVISION :

REFERENCE : 718117 4610560

AUTHORIZATION : *Kurt Halverson*

COST LIMIT : \$ 70.00

ORDER DATE : February 24, 1998

ORDER TIME : 9:46 AM

ORDER NO. : 718117-005

CUSTOMER NO: 4610560

CUSTOMER: Howard Rosenberg, Legal Asst
Mayer Brown & Platt
Suite 3900
190 South LaSalle Street
Chicago, IL 60603-3441

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FOREIGN FILINGS

NAME: LIMERICK FINANCIAL 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: Deborah Schroder

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DIVISION OF CORPORATIONS
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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. Limerick Financial 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 3. 22-3565171
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. February 3, 1998 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 101 Morgan Lane, Suite 180, Plainsboro, New Jersey 08536
(Current mailing address)
8. Investment management services
(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 acceptable)
Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(Zip Code)

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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: Susan M. Prerost
(Registered agent's signature)
Susan M. Prerost, Asst. Secretary

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: Philip L. Yang
Address: 101 Morgan Lane, Suite 180, Plainsboro, New Jersey 08536

Vice Chairman: _____
Address: _____

Director: James Irving Cunningham
Address: 1040 Belaire Drive, Pembroke Pines, Florida 33027

Director: Theresa C. Morris
Address: 101 Morgan Lane, Suite 180, Plainsboro, New Jersey 08536

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


President: James Irving Cunningham
Address: 1040 Belaire Drive, Pembroke Pines, Florida 33027

Vice President: Theresa C. Morris
Address: 101 Morgan Lane, Suite 180, Plainsboro, New Jersey 08536

Secretary: Theresa C. Morris
Address: 101 Morgan Lane, Suite 180, Plainsboro, New Jersey 08536

Treasurer: Theresa C. Morris
Address: 101 Morgan Lane, Suite 180, Plainsboro, New Jersey 08536

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. Theresa C. Morris, Vice President
(Typed or printed name and capacity of person signing application)

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LIMERICK FINANCIAL 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 SEVENTEENTH DAY OF FEBRUARY, A.D. 1998.



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DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State



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AUTHENTICATION:

8922100

DATE:

02-17-98