

F980000001309



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 728691 5024449

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 70.00

ORDER DATE : March 4, 1998

ORDER TIME : 9:41 AM

ORDER NO. : 728691-010

CUSTOMER NO: 5024449

400002450244--1

CUSTOMER: Ms. Jeannine M. Cozzati
Lehman Brothers
3 World Financial Center
200 Vesey Street, 24th Floor
New York, NY 10285

FOREIGN FILINGS

NAME: LEHMAN ALI INC.

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

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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mtm
3/9

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. Lehman All 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 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. December 28, 1992 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. N/A
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. 3 World Financial Center, NY, NY, 10285
Attn: Director of Registration
(Current mailing address)

8. Mortgage related 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 NO
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.

Corporation Service Company

By: Vicki Schreiber **VICKI SCHREIBER**
(Registered agent's signature) **ASSISTANT VICE PRESIDENT**

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: See attached.

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. Jannine M. Cozzati
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. Jannine M. Cozzati, Assistant Secretary
(Typed or printed name and capacity of person signing application)

Directors

Neal B. Leonard
3 World Financial Center
New York, NY 10285

Michael Mazzei
3 World Financial Center
New York, NY 10285

Mark A. Walsh
3 World Financial Center
New York, NY 10285

Officers

Co-Presidents

Neal B. Leonard
3 World Financial Center
New York, NY 10285

Michael Mazzei
3 World Financial Center
New York, NY 10285

Senior Vice President

Theodore P. Janulis
3 World Financial Center
New York, NY 10285

Mark A. Walsh
3 World Financial Center
New York, NY 10285

Vice President

Regina L. Lashley
601 Fifth Avenue
P.O. Box 1706
Scottsbluff, NE 69363-1706

Ralph A. Lenzi
2530 So. Parker Road
Suite 601
Aurora, CO 80014

Karen C. Manson
3 World Financial Center
New York, NY 10285

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Rick W. Skogg
2530 So. Parker Road
Suite 601
Aurora, CO 80014

Leo C. Trautman, Jr.
601 Fifth Avenue
P.O. Box 1706
Scottsbluff, NE 69363-1706

Xavier L. Sheid
3 World Financial Center
New York, NY 10285

Treasurer
Nigel Walker
3 World Financial Center
New York, NY 10285

Assistant Treasurer
Kathryn M. Bopp Flynn
3 World Financial Center
New York, NY 10285

Barry J. O'Brien
3 World Financial Center
New York, NY 10285

Secretary
Jennifer Marre
3 World Financial Center
New York, NY 10285

Assistant Secretary
Eileen M. Bannon
3 World Financial Center
New York, NY 10285

Jeannine M. Cozzati
3 World Financial Center
New York, NY 10285

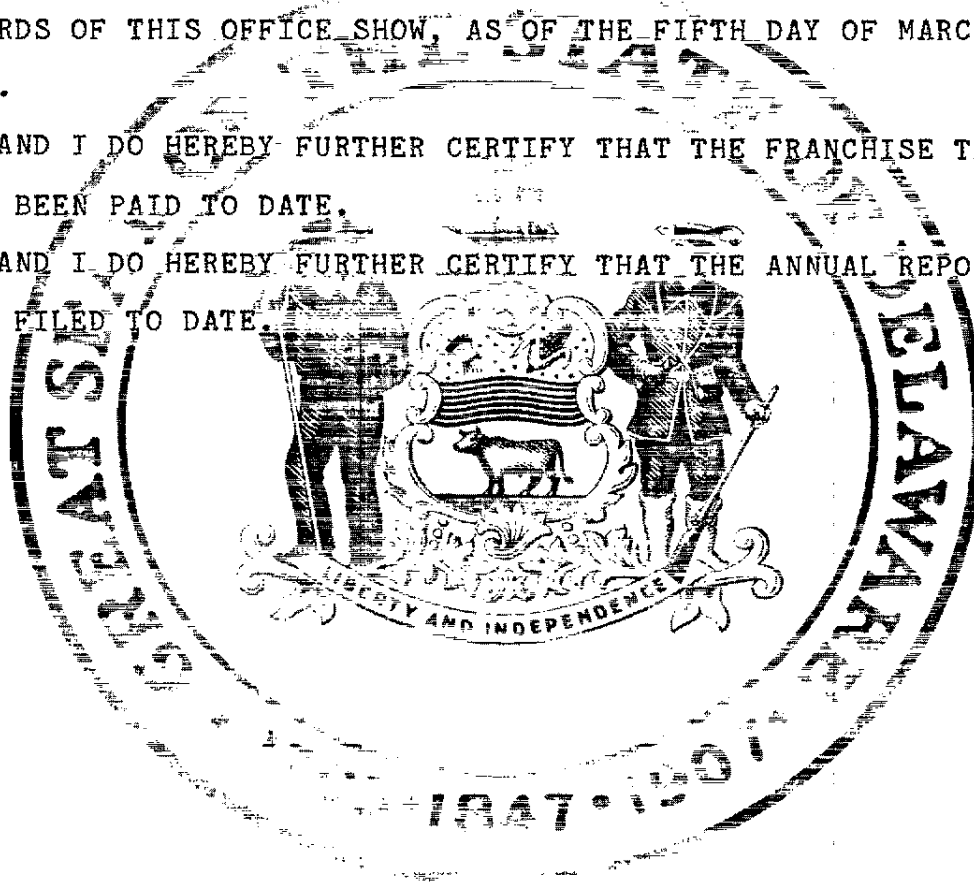
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State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LEHMAN ALI 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 FIFTH DAY OF MARCH, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



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Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

03-05-98