



THE UNITED STATES
CORPORATION
COMPANY

F98000002003

ACCOUNT NO. : 072100000032

REFERENCE : 760258 5014434

AUTHORIZATION

Patricia Pujate

COST LIMIT : \$ 70.00

ORDER DATE : March 30, 1998

ORDER TIME : 2:09 PM

ORDER NO. : 760258-005

CUSTOMER NO: 5014434

CUSTOMER: Ms. Sandy Scapinelli
Emmes Asset Management Corp.
420 Lexington Avenue
27th Floor
New York, NY 10170

400002481914--2

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR -7 AM 9:57

FOREIGN FILINGS

NAME: EMMES LAGO CORP.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

File
18X
DIVISION OF CORPORATION
98 APR -7 PM 4:07

RECEIVED

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. EMMES LAGO CORP.

(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. _____

(FEI number, if applicable)

4. October 20, 1997

(Date of Incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. March 24, 1998

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

7. 420 Lexington Avenue, Suite 2702 New York, New York 10170

(Current mailing address)

8. To own and operate real property

(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.

Corporation Service Company

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.

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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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Michael W. Sonnenfeldt

Address: 420 Lexington Avenue, Suite 2702, New York, New York 10170

Director: _____

Address: _____

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

President: Michael W. Sonnenfeldt

Address: 420 Lexington Avenue, Suite 2702, New York, New York 10170

Vice President: Gary M. Tischler

Address: 420 Lexington Avenue, Suite 2702, New York, New York 10170

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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.)

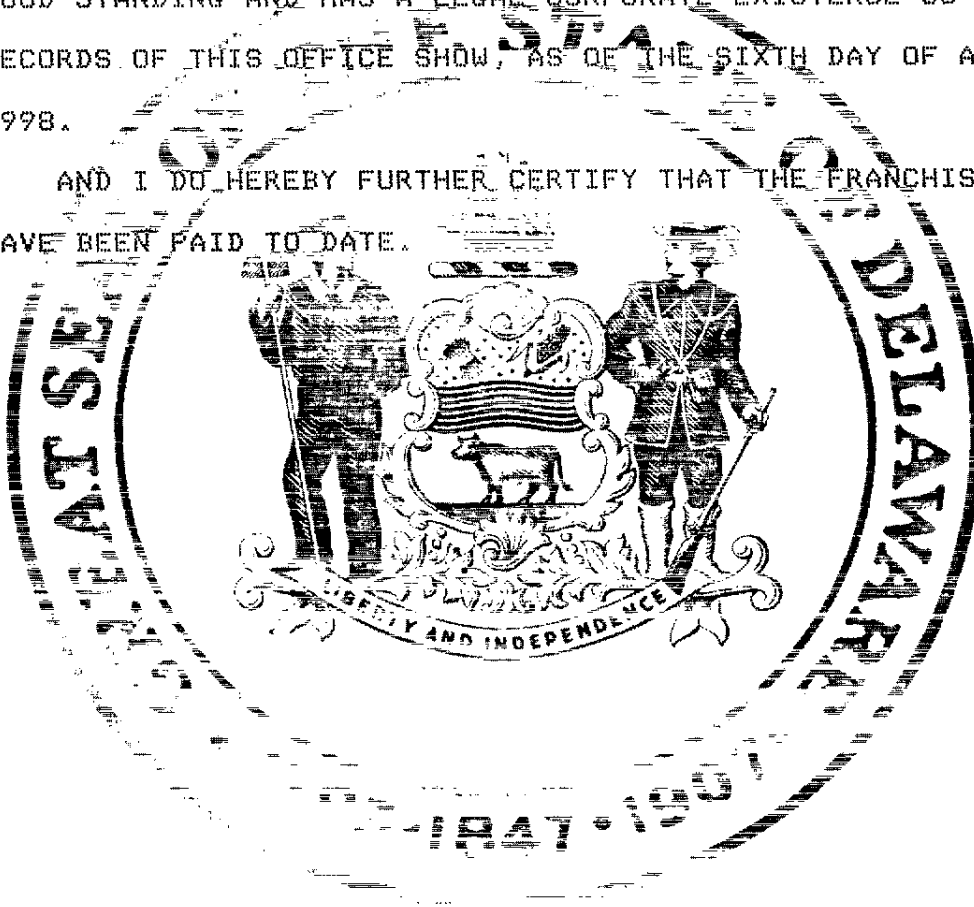
14. Gary Tischler, Vice President of Ennes Lago Corp.
(Typed or printed name and capacity of person signing application)

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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 "EMMES LAGO CORP." 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 SIXTH DAY OF APRIL, A.D. 1998.

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



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DIVISION OF CORPORATIONS
98 APR -7 AM 9:57



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

9013464

981131232

DATE:

04-06-98