

F980000003172



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 844136 4307884

AUTHORIZATION :

Patricia Pizutto

COST LIMIT : \$ 70.00

ORDER DATE : June 4, 1998

ORDER TIME : 12:53 PM

ORDER NO. : 844136-025

CUSTOMER NO: 4307884

CUSTOMER: Walter F. X. Healy, Esq
Windels, Marx, Davies & Ives
156 West 56th Street

New York, NY 10019

200002547972--4

FOREIGN FILINGS

NAME: PAMI-FL5 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: Karen B. Rozar

FILED
98 JUN -4 PM 3:07
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED
98 JUN -4 PM 1:52
DIVISION OF CORPORATION

52 6/4

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
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. PAMI-FL5 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

(State or country under the law of which it is incorporated)

3. Applied For

(FEI number, if applicable)

4. May 29, 1998

(Date of Incorporation)

5. Perpetual

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

6. Upon registration

(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.156, F.S.))

7. c/o Lehman Brothers Inc.

3 World Financial Center, 12th Floor, New York, NY 10285

(Current mailing address)

8. All lawful activity

(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:

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301

(Zip Code)

10. Registered agent 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) (Officer)

Karen B. Rozar, As Its Agent

(Type Name and Title of Officer)

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TALLAHASSEE, FLORIDA

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:

A. DIRECTORS --SEE ATTACHED SCHEDULE--

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE FLORIDA

B. OFFICERS --SEE ATTACHED SCHEDULE--

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. Walter F.X. Healy
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Walter F.X. Healy, Vice President
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE FLORIDA

Directors

Yon K. Cho
Edward J. Meylor

**Officers
(Partial List)**

| | |
|--------------------|-------------------------|
| Yon K. Cho | President and Treasurer |
| Edward J. Meylor | Vice President |
| Dean Marsan | Vice President |
| Walter F. X. Healy | Vice President |
| Jennifer Marre | Secretary |
| Eileen Bannon | Assistant Secretary |

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TALLAHASSEE FLORIDA

State of Delaware
Office of the Secretary of State

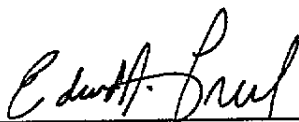
PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PAMI-FL5 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 SECOND DAY OF JUNE, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PAMI-FL5 INC." WAS INCORPORATED ON THE TWENTY-NINTH DAY OF MAY, A.D. 1998.

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




Edward J. Freel, Secretary of State

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AUTHENTICATION:

9115378

DATE:

06-02-98

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DELAWARE