

F98000004218



ACCOUNT NO. : 072100000032  
REFERENCE : 896995 5024449  
AUTHORIZATION : Patricia Pizzuti  
COST LIMIT : \$ 70.00

ORDER DATE : July 20, 1998  
ORDER TIME : 3:02 PM  
ORDER NO. : 896995-005  
CUSTOMER NO: 5024449

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

100002597081--4

FOREIGN FILINGS

NAME: LEHMAN COMMERCIAL GROUP 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: Robert Turner

FILED  
 SECRETARY OF STATE  
 DIVISION OF CORPORATIONS  
 09 JUL 23 AM 8:10  
 98 JUL 23 PM 3:24  
 DIVISION OF CORPORATIONS  
 mtu  
 7/24

**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. Lehman Commercial Group 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. Pending  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 4/20/98 5. Perpetual  
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

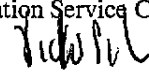
6. Upon Qualification  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. 3 World Financial Center, New York, New York 10285  
Attn: Registration Manager, 24th Floor  
(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.  
(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:   
(Registered agent's signature)  
Vicki Schreiber, Asst Vice Pres

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: 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.   
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

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

DIRECTORS:

THEODORE P JANULIS Director  
Primary : WORLD FINANCIAL CENTER  
Address : 200 VESEY STREET, 9TH FLOOR  
NEW YORK CITY, NY 10285

NEAL B LEONARD Director  
Primary : WORLD FINANCIAL CENTER  
Address : 200 VESEY STREET, 9TH FLOOR  
NEW YORK CITY, NY 10285

LONNIE B ROTHBORT Director  
Primary : WORLD FINANCIAL CENTER  
Address : 200 VESEY STREET, 8TH FLOOR  
NEW YORK CITY, NY 10285

OFFICERS:

THEODORE P JANULIS President  
Primary : WORLD FINANCIAL CENTER  
Address : 200 VESEY STREET, 9TH FLOOR  
NEW YORK CITY, NY 10285

NEAL B LEONARD Executive Vice President  
Primary : WORLD FINANCIAL CENTER  
Address : 200 VESEY STREET, 9TH FLOOR  
NEW YORK CITY, NY 10285

MICHAEL MAZZEI Executive Vice President  
Primary : WORLD FINANCIAL CENTER  
Address : 200 VESEY STREET, 9TH FLOOR  
NEW YORK CITY, NY 10285

LONNIE B ROTHBORT Executive Vice President  
Primary : WORLD FINANCIAL CENTER  
Address : 200 VESEY STREET, 8TH FLOOR  
NEW YORK CITY, NY 10285

BRUCE M WITHERELL Executive Vice President  
Primary : WORLD FINANCIAL CENTER  
Address : 200 VESEY STREET, 12TH FLOOR  
NEW YORK CITY, NY 10285

KAREN C MANSON Vice President  
Primary : WORLD FINANCIAL CENTER  
Address : 200 VESEY STREET, 24TH FLOOR  
NEW YORK CITY, NY 10285

MARC A SILVERMAN Treasurer  
Primary : WORLD FINANCIAL CENTER  
Address : 200 VESEY STREET, 24TH FLOOR  
NEW YORK CITY, NY 10285

JENNIFER MARRE Secretary

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DIVISION OF CORPORATE AFFAIRS  
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Primary : WORLD FINANCIAL CENTER  
 Address : 200 VESEY STREET, 24TH FLOOR  
 NEW YORK CITY, NY 10285

JOSEPH M BAXLEY Assistant Treasurer  
 Primary : 101 HUDSON STREET  
 Address : 38TH FLOOR  
 JERSEY CITY, NJ 07302

KATHRYN M BOPP FLYNN Assistant Treasurer  
 Primary : 101 HUDSON STREET  
 Address : 31ST FLOOR  
 JERSEY CITY, NJ 07302

ROBERT M MURACH Assistant Treasurer  
 Primary : 101 HUDSON STREET  
 Address : 31ST FLOOR  
 JERSEY CITY, NJ 07302

BARRY J O'BRIEN Assistant Treasurer  
 Primary : 101 HUDSON STREET  
 Address : 39TH FLOOR  
 JERSEY CITY, NJ 07302

ANTHONY J TARANTO Assistant Treasurer  
 Primary : 101 HUDSON STREET  
 Address : 39TH FLOOR  
 JERSEY CITY, NJ 07302

RHONDA S TEADORE Assistant Treasurer  
 Primary : WORLD FINANCIAL CENTER  
 Address : 200 VESEY STREET, 24TH FLOOR  
 NEW YORK CITY, NY 10285

EILEEN M BANNON Assistant Secretary  
 Primary : WORLD FINANCIAL CENTER  
 Address : 200 VESEY STREET, 24TH FLOOR  
 NEW YORK CITY, NY 10285

SUZANNE M CONTICELLI Assistant Secretary  
 Primary : WORLD FINANCIAL CENTER  
 Address : 200 VESEY STREET, 24TH FLOOR  
 NEW YORK CITY, NY 10285

Jeannine M. Cozzati Assistant Secretary  
 Primary : 3 World Financial Center  
 Address : New York, New York 10285

MADELINE L SHAPIRO Assistant Secretary  
 Primary : WORLD FINANCIAL CENTER  
 Address : 200 VESEY STREET, 24TH FLOOR  
 NEW YORK CITY, NY 10285

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State of Delaware  
**Office of the Secretary of State**

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LEHMAN COMMERCIAL GROUP 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 TWENTIETH DAY OF JULY, A.D. 1998.

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

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SECRETARY OF STATE  
98 JUL 23 AM 8:10

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*Edward J. Freel*

Edward J. Freel, Secretary of State

9205181

07-20-98

AUTHENTICATION:

DATE: