



THE UNITED STATES
CORPORATION
COMPANY

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

mtu
7/24

DIVISION OF CORPORATIONS

09 JUL 23 PM 3:24

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 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: Vicki Schreiber
(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.

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

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

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

BRUCE M WITHERELL
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
Primary : WORLD FINANCIAL CENTER
Address : 200 VESEY STREET, 24TH FLOOR
NEW YORK CITY, NY 10285

JENNIFER MARRE Secretary

58 JUL 23 AM 8:10

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SECRETARY OF STATE
DIVISION OF RECORDS

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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 SECRETARY OF STATE
 DIVISION OF CORPORATIONS

Office of the Secretary of State

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.

FILED
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: