

F98000004484



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE *Patricia Pygott* 917353 • 4320097

AUTHORIZATION :

COST LIMIT : \$ *78.75*

ORDER DATE : August 5, 1998

ORDER TIME : 3:29 PM

ORDER NO. : 917353-010

CUSTOMER NO: 4320097

CUSTOMER: Angela Amaru, Legal Assistant
Latham & Watkins
885 Third Avenue
9th Floor
New York, NY 10022

000002610160--0

FOREIGN FILINGS

NAME: TOYAN SUB I, 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: Janna Wilson

FILED
98 AUG -7 AM 9:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 AUG -7 AM 8:58
dy 8/11/98

**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. TOYAN SUB I, 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. not applicable
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. August, 1998 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. upon the filing of this application
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 7500 Old Georgetown Road, 13th floor

Bethesda, Maryland 20814
(Current mailing address)

8. Any lawful business activity permitted under the laws of the DGCL and the State of Fla.
(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 acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32309
(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: Louisa R. Duns
(Registered agent's signature)

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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TALLAHASSEE, FLORIDA

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 officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE, FLORIDA

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

President: See attached officers/directors rider

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

14. P. Chrisman Tribe President
(Typed or printed name and capacity of person signing application)

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

TOYAN SUB I, INC.

12.A. DIRECTORS

**P. Chrisman Iribe
7500 Old Georgetown Road, 13th Floor
Bethesda, Maryland 20814**

**M. Richard Smith
7500 Old Georgetown Road, 13th Floor
Bethesda, Maryland 20814**

12.B. OFFICERS

**P. Chrisman Iribe, President
7500 Old Georgetown Road, 13th Floor
Bethesda, Maryland 20814**

**M. Richard Smith, Senior Vice President
7500 Old Georgetown Road, 13th Floor
Bethesda, Maryland 20814**

**John R. Cooper, Senior Vice President
7500 Old Georgetown Road, 13th Floor
Bethesda, Maryland 20814**

**David W. Magill, Vice President
7500 Old Georgetown Road, 13th Floor
Bethesda, Maryland 20814**

**David N. Bassett, Vice President, Controller & Treasurer
7500 Old Georgetown Road, 13th Floor
Bethesda, Maryland 20814**

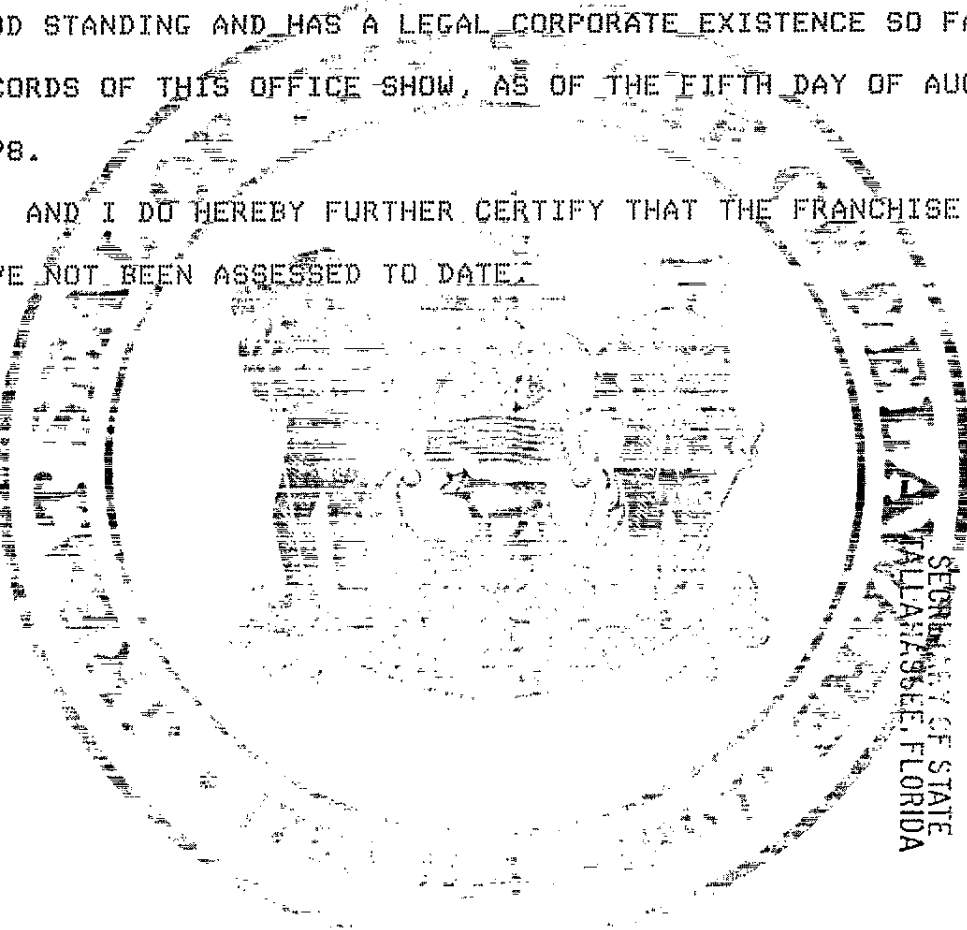
**Gerald S. Endler, Secretary
7500 Old Georgetown Road, 13th Floor
Bethesda, Maryland 20814**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TOYAN SUB I, 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 AUGUST, A.D. 1998.

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



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 AUG -7 AM 9:13

FILED



Edward J. Freel

Edward J. Freel, Secretary of State

2929635 8300

981305947

AUTHENTICATION:

9236333

DATE:

08-05-98