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F98000004540

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name

TALLAHASSEE, FL 32301

Address

222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

600002611556--2

08/10/98 01051-022
*****18.00 *****16.00

Boynston Industrial Holdings Corporation

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SECRETARY OF STATE
TALLAHASSEE, FL 32304

- ☒ Profit
☐ NonProfit
☐ Limited Liability Co.
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☐ Mark
- ☐ Limited Partnership
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AUG 10 1998

Thanks,
Jeff

8/10/98

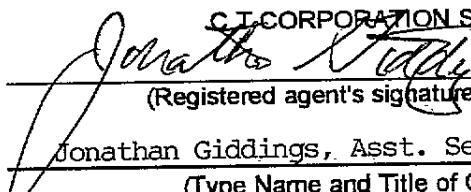
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DIVISION OF CORPORATION

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TRANSACTION 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. Boynton Industrial Holdings Corporation
(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. July 20, 1998
(Date of incorporation)
5. Perpetual
(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. c/o J.P. Morgan Investment Management Inc.
522 Fifth Avenue, New York, New York 10036
(Current mailing address)
8. acquire and hold title to 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:
Name: C T CORPORATION SYSTEM
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(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 obligation of my position as registered agent.

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C T CORPORATION SYSTEM

 (Registered agent's signature) (Officer)
Jonathan Giddings, Asst. Secy.
 (Type Name and Title of Officer)

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: Please see attached.

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: _____

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: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

DIRECTORS

NAME	ADDRESS
ANNE S. PFEIFFER	23 WALL STREET, NEW YORK, NY 10260-0023
KARYN K. BENDIT	"
TIMOTHY J. HEISE	"
JAMES S. OLSON	"
DONALD K. WIEST, JR.	"

OFFICERS

TITLE	ADDRESS
PRESIDENT	DONALD K. WIEST, JR. 23 WALL STREET, NEW YORK, NY 10260-0023
VICE PRESIDENT AND TREASURER	KARYN K. BENDIT "
VICE PRESIDENT AND ASSISTANT SECRETARY	ERLING ASHEIM "
VICE PRESIDENT AND ASSISTANT SECRETARY	MICHAEL G. ASTARITA "
VICE PRESIDENT AND ASSISTANT SECRETARY	JERRY W. BAIRD "
VICE PRESIDENT AND ASSISTANT SECRETARY	M. DOUGLAS BISSET "
VICE PRESIDENT AND ASSISTANT SECRETARY	MARK J. BONAPACE "
VICE PRESIDENT AND ASSISTANT SECRETARY	JOSEPH J. BOWAR "
VICE PRESIDENT AND ASSISTANT SECRETARY	AKRAM S. BUSAIDY "
VICE PRESIDENT AND ASSISTANT SECRETARY	LISA M. CZACHOR "
VICE PRESIDENT AND ASSISTANT SECRETARY	DAVID CHEN "
VICE PRESIDENT AND ASSISTANT SECRETARY	WILLIAM N. CINNAMOND, JR. "
VICE PRESIDENT AND ASSISTANT SECRETARY	ANN E. COLE "
VICE PRESIDENT AND ASSISTANT SECRETARY	WAYNE A. COMER "
VICE PRESIDENT AND ASSISTANT SECRETARY	SHERYL M. CROSLAND "
VICE PRESIDENT AND ASSISTANT SECRETARY	ALFRED DORT "

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TALLAHASSEE, FLORIDA

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OFFICERS (CONTINUED)

TITLE	NAME	ADDRESS
VICE PRESIDENT AND ASSISTANT SECRETARY	KEVIN J. FAXON	23 WALL STREET, NEW YORK, NY 10260-0023
VICE PRESIDENT AND ASSISTANT SECRETARY	EVAN M. GRAF	"
VICE PRESIDENT AND ASSISTANT SECRETARY	TIMOTHY J. HEISE	"
VICE PRESIDENT AND ASSISTANT SECRETARY	DOUGLAS P. LAWRENCE	"
VICE PRESIDENT AND ASSISTANT SECRETARY	JAMES C. McLOUGHLIN	"
VICE PRESIDENT AND ASSISTANT SECRETARY	JUSTIN M. MURPHY	"
VICE PRESIDENT AND ASSISTANT SECRETARY	H. HERBERT MYERS	"
VICE PRESIDENT AND ASSISTANT SECRETARY	JULIE NEGRON	"
VICE PRESIDENT AND ASSISTANT SECRETARY	GEORGE L. OCHS	"
VICE PRESIDENT AND ASSISTANT SECRETARY	JAMES S. OLSON	"
VICE PRESIDENT AND ASSISTANT SECRETARY	SCOTT G. ONUFREY	"
VICE PRESIDENT AND ASSISTANT SECRETARY	ANNE S. PFEIFFER	"
VICE PRESIDENT AND ASSISTANT SECRETARY	MONA PRESBY	"
VICE PRESIDENT AND ASSISTANT SECRETARY	MATTHEW SCHMELZER	"
VICE PRESIDENT AND ASSISTANT SECRETARY	FREDERICK N. SHEPPARD	"
VICE PRESIDENT AND ASSISTANT SECRETARY	DONNA M. STAUFENBERG	"
VICE PRESIDENT AND ASSISTANT SECRETARY	FREDRICK M. STOLERU	"
VICE PRESIDENT AND ASSISTANT SECRETARY	MARGARET VAN WINKLE	"

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TALLAHASSEE, FLORIDA

OFFICERS (CONTINUED)

TITLE

ADDRESS

VICE PRESIDENT AND
ASSISTANT SECRETARY

DANIEL VOLPANO

23 WALL STREET, NEW YORK, NY 10260-0023

VICE PRESIDENT AND
ASSISTANT SECRETARY

JAMES M. WALSH

VICE PRESIDENT AND
ASSISTANT SECRETARY

PETER B. WEED

SECRETARY AND
ASSISTANT TREASURER

ANNE M. MANCUSO

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Treasurer: _____

Address: _____

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

13. Justin M. Murphy
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Justin M. Murphy, Vice President
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

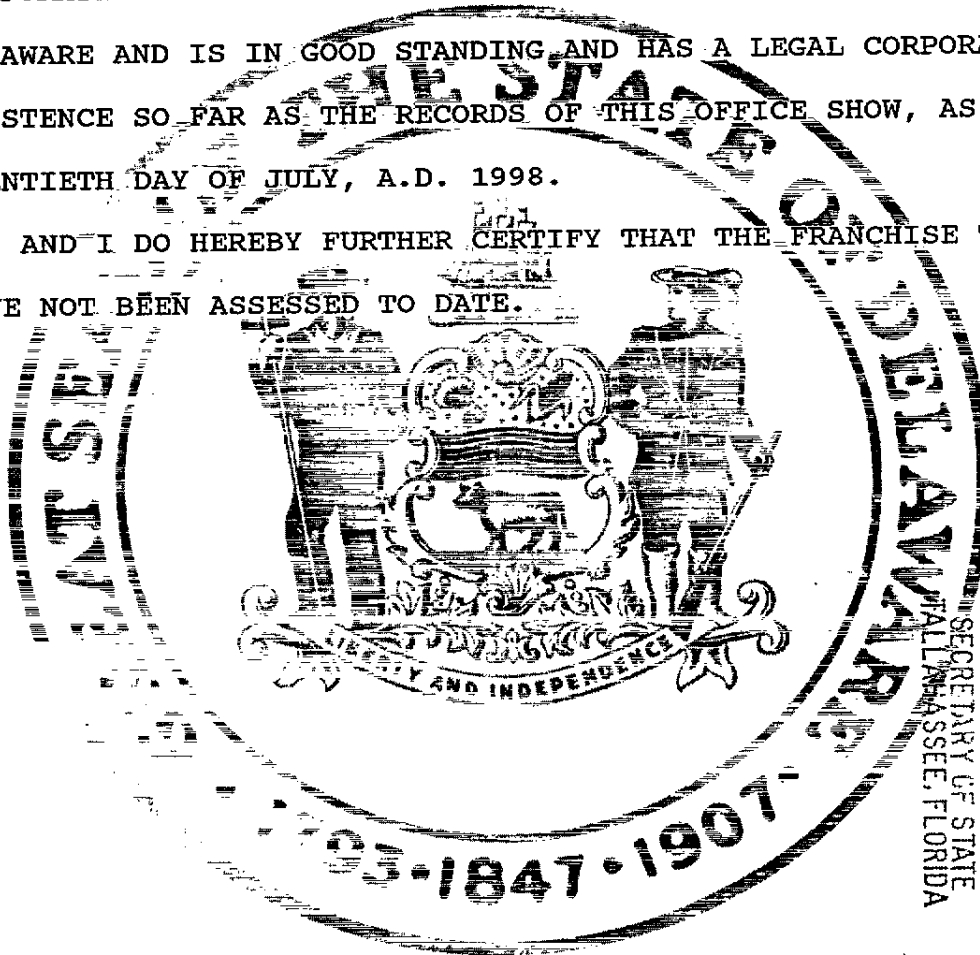
State of Delaware

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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 "BOYNTON INDUSTRIAL HOLDINGS CORPORATION" 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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TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

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07-20-98