



THE UNITED STATES
CORPORATION
COMPANY

F99000000315

ACCOUNT NO. : 072100000032

REFERENCE : 099615 5024449

AUTHORIZATION : *Patricia Pignato*

COST LIMIT : \$ 70.00

ORDER DATE : January 14, 1999

ORDER TIME : 9:45 AM

ORDER NO. : 099615-005

200002745692--8

CUSTOMER NO: 5024449

CUSTOMER: Asst Vice Pres Eileen Bannon
Lehman Brothers
3 World Financial Center
200 Vesey Street, 24th Floor
New York, NY 10285

FOREIGN FILINGS

NAME: PAMI MIRAMAR 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: Sara Lea

DIVISION OF CORPORATION

99 JAN 19 AM 10:42

RECEIVED

AL JAN 19 1999

FILED
99 JAN 19 PM 12:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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. PAMI MIRAMAR 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. Pending
(FEI number, if applicable)
4. January 11, 1999
(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. Three World Financial Center
New York, NY 10285
(Current mailing address)
8. Real Estate Development
(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,
32301
(Zip Code)

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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: David W. Nickelsen
(Registered agent's signature)

David W. Nickelsen

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 list

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

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

President: - see attached list

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.

Eileen M. Bannon

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

14.

Eileen M. Bannon, Asst Secy.

(Typed or printed name and capacity of person signing application)

01/13/1999

Directors and Officers
PAMI Miramar Inc.

DIRECTORS:

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

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

OFFICERS:

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

OLIVER M BUDDE Vice President
Primary : WORLD FINANCIAL CENTER
Address : 200 VESEY STREET, 24TH FLOOR
NEW YORK CITY, NY 10285

DAVID GOLDFARB Vice President
Primary : WORLD FINANCIAL CENTER
Address : 200 VESEY STREET, 8TH FLOOR
NEW YORK CITY, NY 10285

EDWARD S GRIEB Vice President
Primary : WORLD FINANCIAL CENTER
Address : 200 VESEY STREET, 8TH FLOOR
NEW YORK CITY, NY 10285

LEONARD J LAURICELLA Vice President
Primary : 101 HUDSON STREET
Address : 39TH FLOOR
JERSEY CITY, NJ 07302

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

JENNIFER MARRE Vice President
Primary : WORLD FINANCIAL CENTER

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Address : 200 VESEY STREET, 24TH FLOOR
NEW YORK CITY, NY 10285

CHRISTOPHER S MCKENNA Vice President
Primary : WORLD FINANCIAL CENTER
Address : 200 VESEY STREET, 9TH FLOOR
NEW YORK CITY, NY 10285

KAREN M MULLER Vice President
Primary : WORLD FINANCIAL CENTER
Address : 200 VESEY STREET, 10TH FLOOR
NEW YORK CITY, NY 10285

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

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

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

JENNIFER MARRE Secretary
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

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Primary : WORLD FINANCIAL CENTER
Address : 200 VESEY STREET, 24TH FLOOR
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Jeannine M. Cozzati Assistant Secretary
Primary : 3 World Financial Center
Address : New York, New York 10285

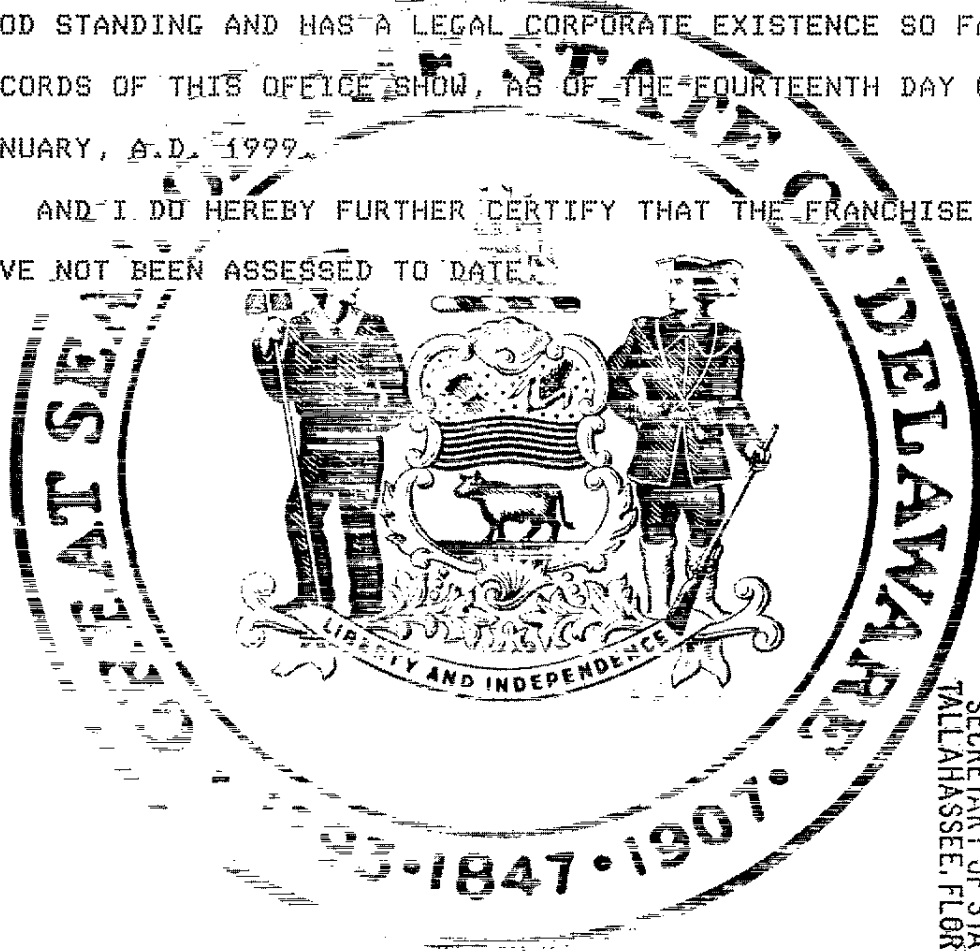
MADeline L. SHAPIRO Assistant Secretary
Primary : WORLD FINANCIAL CENTER
Address : 200 VESEY STREET, 24TH FLOOR
NEW YORK CITY, NY 10285

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TALLAHASSEE, FLORIDA

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PAMI MIRAMAR 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 FOURTEENTH DAY OF JANUARY, A.D. 1999.

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



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

2991304 8300

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AUTHENTICATION:

9521828

DATE:

01-14-99