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ACCOUNT NO. : 072100000032

REFERENCE : 101049 4307884

AUTHORIZATION : *Patricia Project*

COST LIMIT : \$ 70.00

ORDER DATE : January 15, 1999

ORDER TIME : 11:37 AM

ORDER NO. : 101049-005

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CUSTOMER NO: 4307884

CUSTOMER: Wendy Lee, Esq
Windels, Marx, Davies & Ives
156 West 56th Street

W99-1269

New York, NY 10019

FOREIGN FILINGS

NAME: PAMI-FL8 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: Angie Glisar

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 19 PM 3:08

Hc 1/19



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 19, 1999

CSC

SUBJECT: PAMI-FL8 INC.
Ref. Number: W99000001269

We have received your document(s) in this office, however, a copy of the document is being returned for the following:

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 799A00002350

RESUBMIT
Please give original
submission date as file date.

RECEIVED
99 JAN 19 PM 1:39
DIVISION OF CORPORATION

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
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. PAMI-FL8 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. Applied For
(FEI number, if applicable)

4. September 1, 1998
(Date of Incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. Upon registration
(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.156, F.S.))

7. c/o Lehman Brothers Inc.
3 World Financial Center, 12th Floor, New York, NY 10285
(Current mailing address)

8. All lawful activity
(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301
(Zip Code)

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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 obligations of my position as registered agent.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar

(Registered agent's signature) (Officer)
Karen B. Rozar, Asst. Sec.

Corporation Service Company

(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:

A. DIRECTORS --SEE ATTACHED SCHEDULE--

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS --SEE ATTACHED SCHEDULE--

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

**PAMI-FL8 INC. ATTACHMENT TO APPLICATION BY FOREIGN
CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

Item #12

A. Directors

Name of Director	Address
Yon K. Cho	c/o Lehman Brothers Inc. 3 World Financial Center New York, New York 10285
Edward J. Meylor	c/o Lehman Brothers Inc. 3 World Financial Center New York, New York 10285

**B. Officers
(Partial List)**

Name of Officer	Title	Address
Yon K. Cho	President and Treasurer	c/o Lehman Brothers Inc. 3 World Financial Center New York, New York 10285
Edward J. Meylor	Vice President	c/o Lehman Brothers Inc. 3 World Financial Center New York, New York 10285
Dean Marsan	Vice President	c/o Lehman Brothers Inc. 3 World Financial Center New York, New York 10285
Walter F.X. Healy	Vice President and Assistant Secretary	c/o Lehman Brothers Inc. 3 World Financial Center New York, New York 10285
Jennifer Marre	Secretary	c/o Lehman Brothers Inc. 3 World Financial Center New York, New York 10285
Eileen Bannon	Assistant Secretary	c/o Lehman Brothers Inc. 3 World Financial Center New York, New York 10285

Treasurer: _____

Address: _____

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

13. Walter F.X. Healy
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Walter F.X. Healy, Vice President
(Typed or printed name and capacity of person signing application)

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 "PAMI-FL8 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 FIFTEENTH DAY OF JANUARY, A.D. 1999.

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 19 PM 3:08

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9524901
01-15-99
Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: