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ACCOUNT NO. : 072100000032

REFERENCE : 115504 4300567

AUTHORIZATION : Patricia Pizut

COST LIMIT : \$ 70.00

ORDER DATE : January 28, 1999

ORDER TIME : 2:43 PM

ORDER NO. : 115504-005

CUSTOMER NO: 4300567

CUSTOMER: Robert T. Lincoln, Esq
Dunnington, Bartholow & Miller
666 Third Avenue

New York, NY 10017

300002759583--1

FOREIGN FILINGS

NAME: JAMIE MANAGEMENT COMPANY

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 29 AM 8:17
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RECEIVED
99 JAN 29 PM 4:08
DIVISION OF CORPORATION

**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. Jamie Management Company
(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. 13-3447603
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. February 5, 1988 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. 4 Bassett Creek Trail North
Hobe Sound, FL 33455
(Current mailing address)

8. Any lawful act or activity allowed under Florida law
(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. V.P.

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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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: George H. Tilghman
Address: 4 Bassett Creek Trail North
Hobe Sound, FL 33455

Vice Chairman: _____
Address: _____

Director: George H. Tilghman, Jr.
Address: 4 Bassett Creek Trail North
Hobe Sound, FL 33455

Director: Kenneth L. MacCardle
Address: 666 Third Avenue - Suite 2700
New York, NY 10017

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

President: George H. Tilghman
Address: 4 Bassett Creek Trail North
Hobe Sound, FL 33455

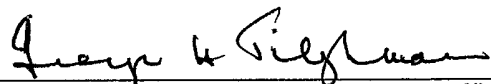
Vice President: _____
Address: _____

Secretary: Kenneth L. MacCardle
Address: 666 Third Avenue - Suite 2700
New York, NY 10017

Treasurer: George H. Tilghman
Address: 4 Bassett Creek Trail North
Hobe Sound, FL 33455

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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)

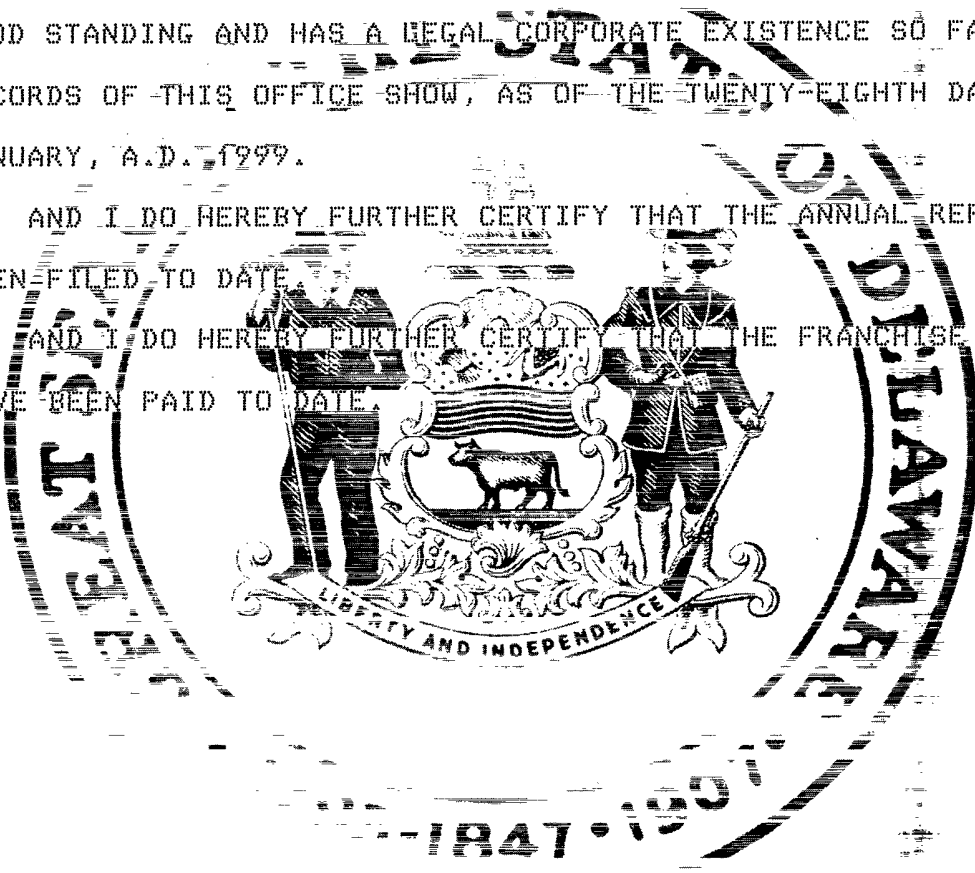
14. George H. Tilghman, President
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "JAMIE MANAGEMENT COMPANY" 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 TWENTY-EIGHTH DAY OF JANUARY, A.D., 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



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SECRETARY OF STATE
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99 JAN 29 AM 8:17



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 9546604

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