

F99000000643



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 120576 4341431

AUTHORIZATION :

Patricia Pagni

COST LIMIT : \$ 78.75

ORDER DATE : February 2, 1999

ORDER TIME : 12:18 PM

ORDER NO. : 120576-010

CUSTOMER NO: 4341431

300002762603--2

CUSTOMER: Kathleen Little, Legal Asst
Gallagher & Kennedy, P.a.
2600 North Central Avenue

Phoenix, AZ 85004

FOREIGN FILINGS

NAME: PAMI-FL 19 INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: *Angela C. Little*
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE

99 FEB -2 PM 3:04

RECEIVED

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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mtm
2/2

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 TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. PAMI-FL19 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. January 7, 1999

(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)

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: Deborah D. Skipper as agent

(Registered agent's signature) (Officer)

Deborah D. Skipper

(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: _____

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JAN. 21. 1999

1:29PM

GALLAGHER

6022579459

NO. 290

P. 7/22

Treasurer: _____

Address: _____

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

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01/28/1999

Directors and Officers
PAMI - FL1 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:

YON K CHO President
Primary : WORLD FINANCIAL CENTER
Address : 200 VESEY STREET, 9TH FLOOR
NEW YORK CITY, NY 10285

MARGUERITE M BROGAN Vice President
Primary : WORLD FINANCIAL CENTER
Address : 200 VESEY STREET, 9TH FLOOR
NEW YORK CITY, NY 10285

HARRY W BRUNI Vice 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

JOSEPH J FLANNERY Vice President
Primary : WORLD FINANCIAL CENTER
Address : 200 VESEY STREET, 9TH 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

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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
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

EDWARD J MEYLOR 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

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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
Primary : WORLD FINANCIAL CENTER	
Address : 200 VESEY STREET, 24TH FLOOR	
NEW YORK CITY, NY 10285	
Jeannine M. Cozzati	Assistant Secretary
Primary : 3 World Financial Center	
Address : New York, New York 10285	
MADLINE L SHAPIRO	Assistant Secretary
Primary : WORLD FINANCIAL CENTER	
Address : 200 VESEY STREET, 24TH FLOOR	
NEW YORK CITY, NY 10285	

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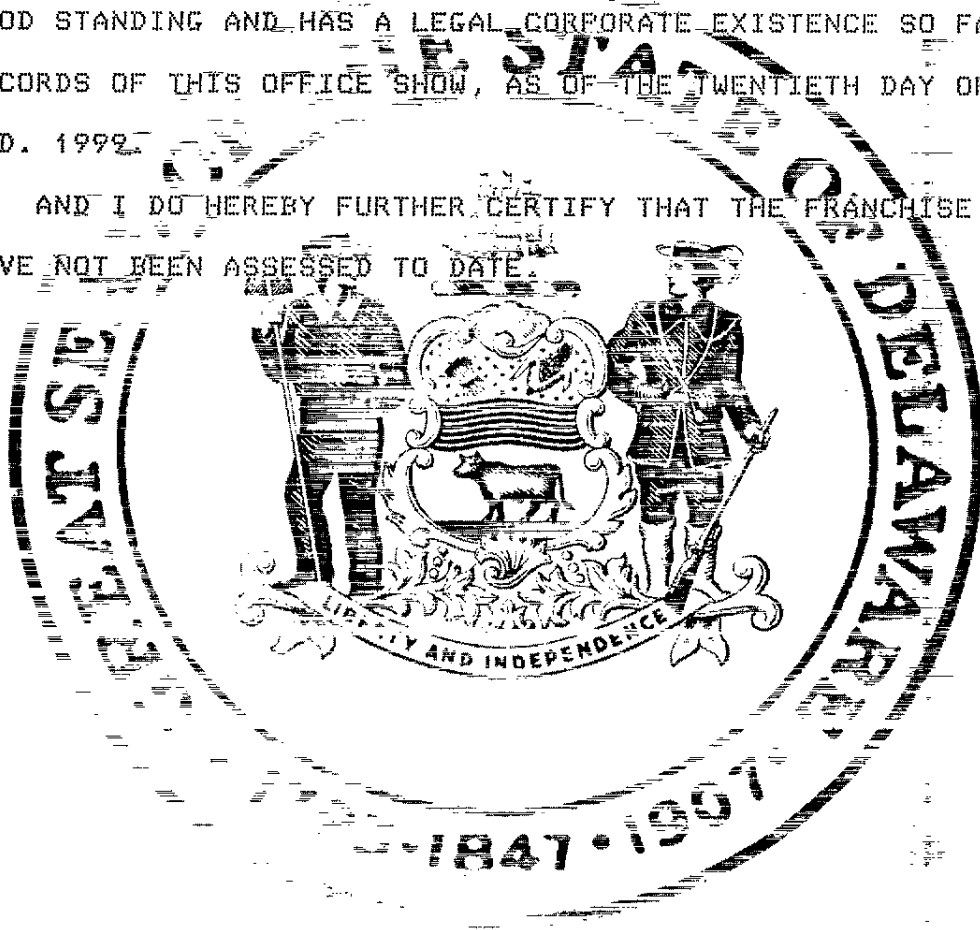
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DIVISION OF CORPORATIONS

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PAMI-FL19, 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 TWENTIETH DAY OF JANUARY, A.D. 1992.

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



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SECRETARY OF STATE
DIVISION OF CORPORATIONS



Edward J. Freel

Edward J. Freel, Secretary of State

2990495 8300

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AUTHENTICATION:

9530297

DATE:

01-20-99