



THE UNITED STATES
CORPORATION
COMPANY

F99000001256

ACCOUNT NO. : 072100000032

REFERENCE : 155904 5024449

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : March 3, 1999

ORDER TIME : 9:57 AM

ORDER NO. : 155904-010

CUSTOMER NO: 5024449

900002797159--8

CUSTOMER: Asst Vice Pres Eileen Bannon
Lehman Brothers
3 World Financial Center
200 Vesey Street, 5th Floor
New York, NY 10285

FOREIGN FILINGS

NAME: PAMI PABLO BEACH 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: Maria Stephens

FILED
SECRETARY OF STATE
DIVISIONS
99 MAR -8 AM 11:07

3/8

RECEIVED
99 MAR -8 AM 10:35
DIVISION OF CORPORATION

**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 PABLO BEACH 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 3. Pending
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 2/24/99 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. Three World Financial Center
New York, New York 10285
(Current mailing address)
8. To engage in the business of real estate
(Purposes) 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 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 Asst. V.P.

(Registered agent's signature)

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

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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DIVISION OF CORPORATIONS
99 MAR -8 AM 11:08

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. _____

Eileen M. Bannon, Asst. Secretary

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

Officers

Title	Name	Address
President	Karen Blakely	3 World Financial Center New York, New York 10285
Vice President	David Broderick	3 World Financial Center New York, New York 10285
Vice President	Christopher S. McKenna	3 World Financial Center New York, New York 10285
Vice President	Yon K. Cho	3 World Financial Center New York, New York 10285
Vice President	Edward J. Meylor	3 World Financial Center New York, New York 10285
Vice President	Barry J. O'Brien	101 Hudson Street Jersey City, New Jersey 07302
Vice President	Edward Grieb	3 World Financial Center New York, New York 10285
Vice President	Oliver Budde	3 World Financial Center New York, New York 10285
Vice President	Leonard Lauricella	101 Hudson Street Jersey City, New Jersey 07302
Vice President	Anthony Taranto	101 Hudson Street Jersey City, New Jersey 07302
Vice President	David Goldfarb	3 World Financial Center New York, New York 10285
Vice President	Karen C. Manson	3 World Financial Center New York, New York 10285
Vice President	Karen M. Muller	3 World Financial Center New York, New York 10285

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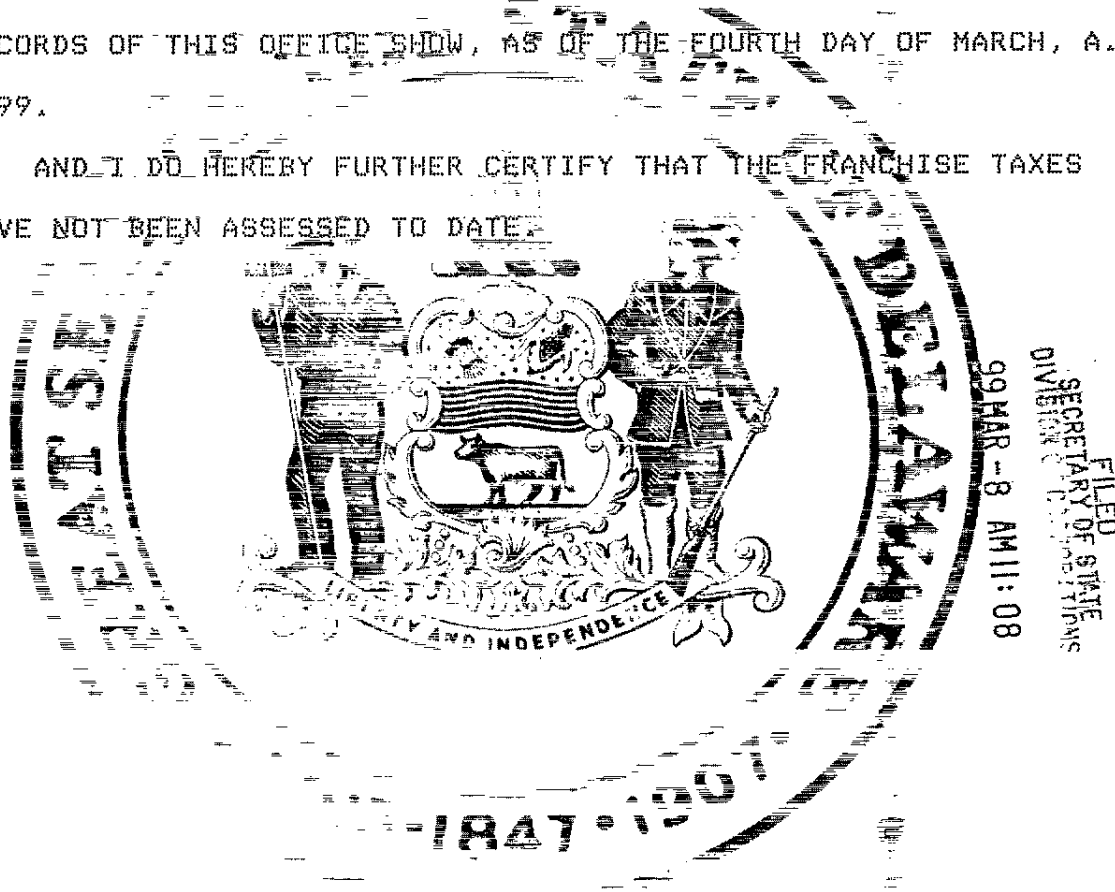
Secretary and Vice President	Jennifer Marre	3 World Financial Center New York, New York 10285
Assistant Secretary	Eileen M. Bannon	3 World Financial Center New York, New York 10285
Assistant Secretary	Madeline L. Shapiro	3 World Financial Center New York, New York 10285
Assistant Secretary	Jeannine Cozzatti	3 World Financial Center New York, New York 10285
Treasurer	Daniel O. Minerva	3 World Financial Center New York, New York 10285
Assistant Treasurer	Kathryn Bopp-Flynn	3 World Financial Center New York, New York 10285
Assistant Treasurer	Joseph Baxley	101 Hudson Street Jersey City, New Jersey 07302
Assistant Treasurer	Robert Murach	101 Hudson Street Jersey City, New Jersey 07302
Assistant Treasurer	Rhonda Teadore	3 World Financial Center New York, New York 10285

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09 MAR - 8 AM 11:08

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PAMI PABLO BEACH 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 FOURTH DAY OF MARCH, A.D. 1999.

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



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9609331

DATE: 03-04-99