

F99000001873



ACCOUNT NO. : 072100000032

REFERENCE : 185634 4300325

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pizots

ORDER DATE : March 26, 1999

ORDER TIME : 12:08 PM

ORDER NO. : 185634-020

CUSTOMER NO: 4300325

200002834862-13

CUSTOMER: Rachel Nelson, Legal Asst
Cadwalader, Wickersham & Taft
100 Maiden Lane

New York, NY 10038

FOREIGN FILINGS

NAME: THURMAN INTERIM A, INC.

FILED
99 APR -9 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

4/7/99

FILE 1ST

CONTACT PERSON: Tamara Odom

RECEIVED
99 APR -9 PM 12:51
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. Thurman Interim A, 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. _____
(FEI number, if applicable)

4. November 2, 1998

(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. 11 Madison Avenue, 5th Floor

New York, New York 10010-3692

(Current mailing address)

8. To be the sole managing member of Thurman Interim A-3, LLC which is the sole managing member of Thurman Interim A-1, LLC which is the sole general partner of Thurman Rio Grande Limited Partnership, a Florida limited partnership.

(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 acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

, Florida,

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99 APR -9 PM 1:50
TALLAHASSEE, FLORIDA
SECRETARY OF STATE
3301

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: _____

(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)

Director: Joseph Huber

Address: 11 Madison Avenue, 5th Floor
New York, New York 10010-3692

Director: Andrew Stone

Address: 11 Madison Avenue, 5th Floor
New York, New York 10010-3692

Director: Elizabeth Eldridge

Address: 11 Madison Avenue, 5th Floor
New York, New York 10010-3692

Director: _____

Address: _____

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

President: Stewart Dauman

Address: 11 Madison Avenue, 5th Floor
New York, New York 10010-3692

Secretary: Lawrence Shelley

Address: 11 Madison Avenue, 5th Floor
New York, New York 10010-3692

Assistant Secretary: Rhonda Matty

Address: 11 Madison Avenue, 5th Floor
New York, New York 10010-3692

Treasurer: _____

Address: _____

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. _____

Rhonda Matty, Assistant Secretary

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

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99 APR -9 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THURMAN INTERIM A, 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 FIRST DAY OF APRIL, 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.

FILED
99 APR -9 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2962897 8300

991129441

9666110

04-01-99



Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: