

F990000024/50



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 232834 4810376

AUTHORIZATION

Patricia Pizeto

COST LIMIT : \$ 70.00

ORDER DATE : May 7, 1999

ORDER TIME : 9:45 AM

ORDER NO. : 232834-005

CUSTOMER NO: 4810376

400002872554--3

CUSTOMER: Linda Seufert, Legal Asst
Ogden Services Corporation
Two Pennsylvania Plaza

New York, NY 10121

FOREIGN FILINGS

NAME: OGDEN PARK MANAGEMENT, 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: James Guy

RECEIVED

93 MAY 12 PM 12 12

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
99 MAY 12 PM 1:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4/5/12/99

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. Ogden Park Management, 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. 59-3488651
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. December 12, 1997 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. Two Pennsylvania Plaza
New York, NY 10121
(Current mailing address)
8. To engage in any lawful activity for which corporations may be formed under
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
the laws of the State of Delaware
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box acceptable)
Name: Corporation Service Company
Office Address: 1201 Ilays 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.

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: R. Richard Ablon
c/o Ogden Corporation
Address: Two Pennsylvania Plaza
New York, NY 10121

Vice Chairman:

Address:

Director: Peter Allen
c/o Ogden Corporation
Address: Two Pennsylvania Plaza
New York, NY 10121

Director: Randal H. Drew
c/o Ogden Entertainment, Inc.
Address: Two Pennsylvania Plaza
New York, NY 10121

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

President: R. Richard Ablon
Address: c/o Ogden Corporation, Two Pennsylvania Plaza
New York, NY 10121

Vice President: Randal H. Drew
Address: c/o Ogden Entertainment, Inc., Two Pennsylvania Plaza
New York, NY 10121

Sr. VP/Secretary: Peter Allen
Address: c/o Ogden Corporation, Two Pennsylvania Plaza
New York, NY 10121

VP & Treasurer: Patrick J. Sullivan
Address: c/o Ogden Entertainment, Inc., Two Pennsylvania Plaza
New York, NY 10121

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.

Peter Allen, Senior Vice President and Secretary

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

FILED
99 MAY 12 PM 1:32
STATE
TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OGDEN PARK MANAGEMENT, 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 SEVENTH DAY OF MAY, 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 MAY 12 PM 1:32
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA



2832588 8300

991182378

Edward J. Freel, Secretary of State 731520

AUTHENTICATION:

05-07-99

DATE: