



F99000004302

ACCOUNT NO. : 072100000032

REFERENCE : 345707 4374025

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pjuts

ORDER DATE : August 18, 1999

ORDER TIME : 10:05 AM

ORDER NO. : 345707-005

300002963973--6

CUSTOMER NO: 4374025

CUSTOMER: Ms. Shannon Van Wayenberge
Investcorp International, Inc.
280 Park Avenue
37th Floor, West Building
New York, NY 10017

FOREIGN FILINGS

NAME: RIVERTOWNE HOLDINGS CORP.

XXXX QUALIFICATION (TYPE: CO)

(5)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Janna Wilson

3/1/99

99 AUG 19 PM 3:04

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 AUG 19 AM 10:35

RECEIVED

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.

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DIVISION OF CORPORATIONS
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1. Rivertowne Holdings Corp.
(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. 13-4073717
(FEI number, if applicable)
4. August 17, 1999
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon Filing
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. c/o Investcorp 280 Park Ave., 37 Floor West
New York, NY 10017
(Current mailing address)
8. To own a non-economic interest in RSSC, LLC
(Purpose(s) of corporation authorized in home state or country to be carried out in 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: 10201 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.

By: Corporation Service Company
Elizabeth A. Dawson
(Registered agent's signature)
Elizabeth A. Dawson, Auth. Rep.

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 officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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SECRETARY OF CORPORATIONS
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DIVISION OF CORPORATIONS

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

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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. Edward G. Lord, Chairman

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

LIST OF OFFICERS

EDWARD G. LORD, III
PRESIDENT & CHAIRMAN

280 PARK AVENUE, 37TH FLOOR
NEW YORK, NY 10017

F. JONATHAN DRACOS
VICE-PRESIDENT/TREASURER

280 PARK AVENUE, 37TH FLOOR
NEW YORK, NY 10017

JOHN R. FRASER
VICE-PRESIDENT/SECRETARY

280 PARK AVENUE, 37TH FLOOR
NEW YORK, NY 10017

DENNIS GERSHENSON
VICE-PRESIDENT

280 PARK AVENUE, 37TH FLOOR
NEW YORK, NY 10017

LIST OF DIRECTORS

EDWARD G. LORD, III

280 PARK AVENUE, 37TH FLOOR
NEW YORK, NY 10017

CHARLES J. PHILIPPIN

280 PARK AVENUE, 37TH FLOOR
NEW YORK, NY 10017

DENNIS GERSHENSON

280 PARK AVENUE, 37TH FLOOR
NEW YORK, NY 10017

MARK A. FERRUCCI

280 PARK AVENUE, 37TH FLOOR
NEW YORK, NY 10017

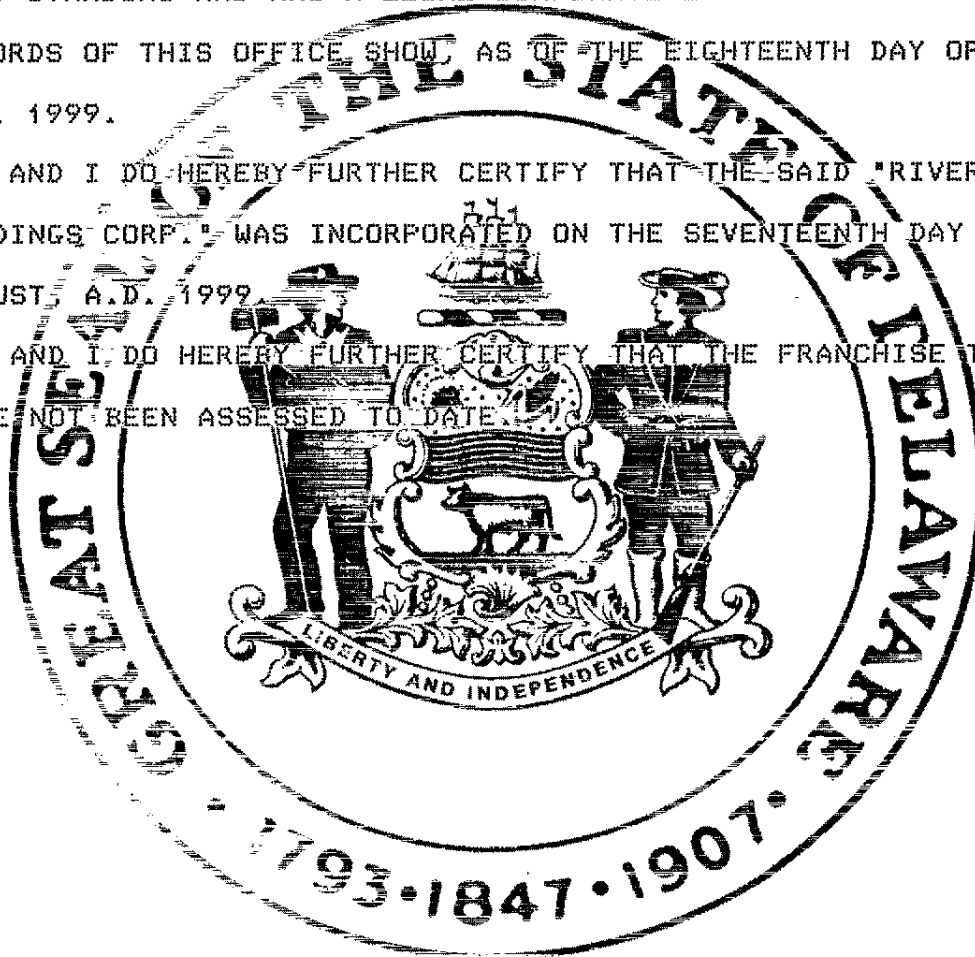
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JUN 19 1966 PM 3:04

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RIVERTOWNE HOLDINGS CORP." IS 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 EIGHTEENTH DAY OF AUGUST A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "RIVERTOWNE HOLDINGS CORP." WAS INCORPORATED ON THE SEVENTEENTH DAY OF AUGUST, A.D. 1999.

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



FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 99 AUG 19 PM 3:04



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Edward J. Freel

Edward J. Freel, Secretary of State

9927332

AUTHENTICATION:

08-18-99

DATE: