



THE UNITED STATES
CORPORATION
COMPANY

F99000005965

ACCOUNT NO. : 072100000032

REFERENCE : 483754 4320919

AUTHORIZATION :

Patricia Piguit

COST LIMIT : \$ 70.00

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
99 NOV 17 PM 3:30

ORDER DATE : November 16, 1999

ORDER TIME : 10:13 AM

ORDER NO. : 483754-005

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CUSTOMER NO: 4320919

CUSTOMER: Donna Egan, Legal Asst
Macandrews & Forbes Holdings
38 East 63rd Street

New York, NY 10021

FOREIGN FILINGS

(6)

NAME: MCG INTERMEDIATE HOLDINGS INC.

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XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

RECEIVED
99 NOV 17 AM 11:39
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

BK 11/17/99

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: MCG INTERMEDIATE HOLDINGS INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Sherine Younan
(Name of Person)
CSC/The United States Corporation
(Firm/Company)
Two World Trade Center; Suite 8746
(Address)
New York, New York 10048
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Sherine Younan at (212) 299-9100
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy

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**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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1. MCG INTERMEDIATE HOLDINGS 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. 02-0480774
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. April 27, 1995 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. 35 East 62nd Street
New York, New York 10021
(Current mailing address)
To engage in any business or activity in which a corporation may lawfully engage within the State of Florida.
8. _____
(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: 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: Deborah D. Skipper
(Registered agent's signature)

**Deborah D. Skipper
as its agent**

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: Ronald O. Perelman

Address: 35 East 62nd Street

New York, New York 10021

Vice Chairman: Howard Gittis

Address: 35 East 62nd Street

New York, New York 10021

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached rider

Address: _____

Vice President: _____

Address: _____

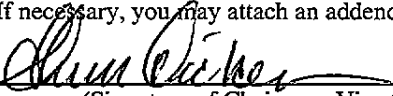
Secretary: _____

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. Glenn P. Dickes, Vice President and Secretary
(Typed or printed name and capacity of person signing application)

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MCG INTERMEDIATE HOLDINGS INC.

Directors and Officer

Ronald O. Perelman
35 East 62nd Street
New York, NY 10021

Chairman of the Board and Chief
Executive Officer

Howard Gittis
35 East 62nd Street
New York, NY 10021

Vice Chairman

Barry F. Schwartz
35 East 62nd Street
New York, NY 10021

Executive Vice President and
General Counsel

Glenn P. Dickes
38 East 63rd Street
New York, NY 10021

Vice President and Secretary

Gerry R. Kessel
625 Madison Avenue
New York, NY 10022

Vice President and Assistant
Treasurer

Marvin Schaffer
38 East 63rd Street
New York, NY 10021

Vice President and Assistant
Secretary

Laurence Winoker
625 Madison Avenue
New York, NY 10022

Vice President and Controller

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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MCG INTERMEDIATE HOLDINGS INC. 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 SIXTEENTH DAY OF NOVEMBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MCG INTERMEDIATE HOLDINGS INC." WAS INCORPORATED ON THE TWENTY-SEVENTH DAY OF APRIL, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



Edward J. Freel

Edward J. Freel, Secretary of State

2502308 8300

991488362

AUTHENTICATION:

0084938

DATE:

11-16-99

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STATE
SECRETARY OF STATE
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