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99 DEC 23 PM 2:04

ACCOUNT NO. : 072100000032

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

REFERENCE : 527329 5024449

AUTHORIZATION :

*Patricia Pizzit*

COST LIMIT : \$ 70

ORDER DATE : December 22, 1999

ORDER TIME : 12:07 PM

ORDER NO. : 527329-005

700003079517--6

CUSTOMER NO: 5024449

CUSTOMER: Ms. Jeannine M. Cozzati  
Lehman Brothers  
3 World Financial Center  
200 Vesey Street, 24th Fl  
New York, NY 10285

FOREIGN FILINGS

NAME: PAMI-LEMB I INC.

XXXX QUALIFICATION (TYPE: CO)

⑤ F99-6639

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

*nc ✓*

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99 DEC 23 PM 12:54  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**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.**

1. PAMI-LEMB I 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. 13-4088895

(FEI number, if applicable)

4. November 22, 1999

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. November 22, 1999

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. c/o Lehman Brothers Inc.

3 World Financial Center,

(Current mailing address)

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law 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 Nays 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: [Signature]

(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)

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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

**A. DIRECTORS (Street address only - P.O. Box NOT acceptable)**

Chairman: See attached officers/directors rider

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

**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. Jeannine Cozzati, Assistant Secretary  
(Typed or printed name and capacity of person signing application)

**ATTACHMENT TO APPLICATION BY FOREIGN CORPORATION FOR**  
**AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

**PAMI-LEMBI INC.**

**12. A. Names and addresses of Directors:**

<b>NAME</b>	<b>ADDRESS</b>
Yon K. Cho	c/o Lehman Brothers Inc. 3 World Financial Center New York, New York 10285
Jay Flannery	c/o Lehman Brothers Inc. 3 World Financial Center New York, New York 10285

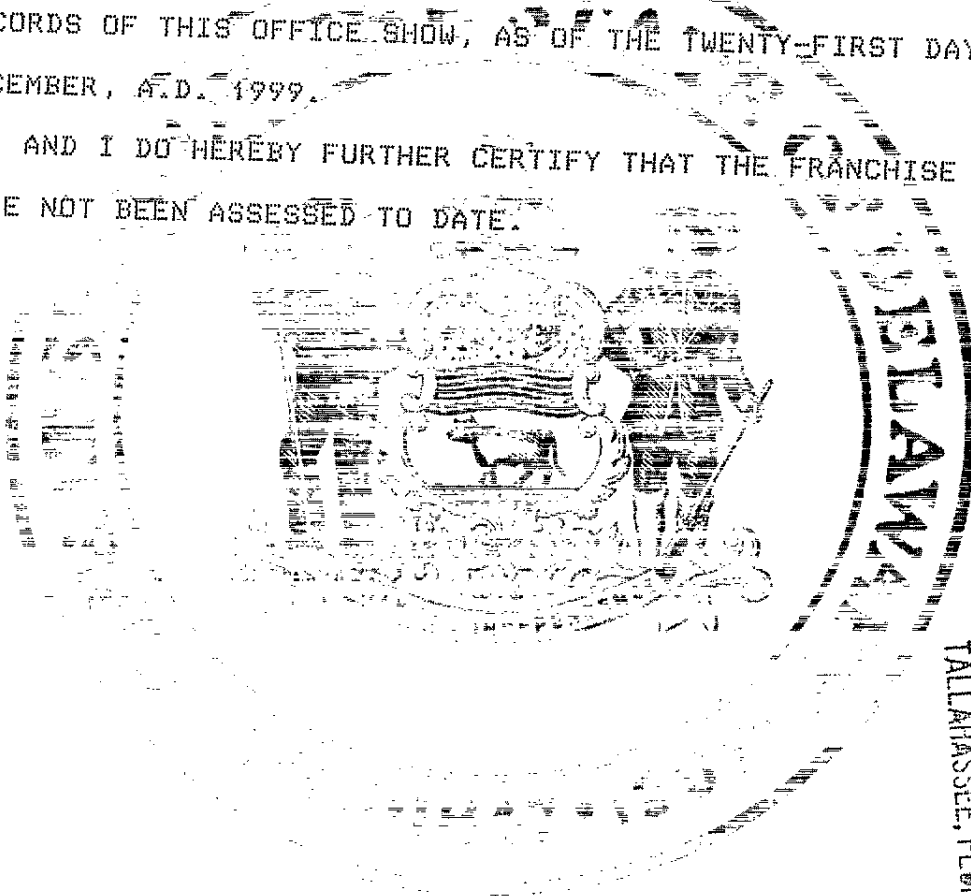
**12. B. Names and addresses of Officers:**

<b>NAME</b>	<b>OFFICE</b>	<b>ADDRESS</b>
Yon K. Cho	President	<b>The address of each of its officers is:</b> c/o Lehman Brothers Inc. 3 World Financial Center New York, New York 10285
Christopher S. McKenna	Vice President	
Barry J. O'Brien	Vice President	
Edward Grieb	Vice President	
Oliver Budde	Vice President	
Leonard Lauricella	Vice President	
Anthony Taranto	Vice President	
David Goldfarb	Vice President	
Karen C. Manson	Vice President	
Jennifer Marre	Secretary and Vice President	
Eileen Bannon	Assistant Secretary	
Madeline L. Shapiro	Assistant Secretary	
Jeannine Cozzati	Assistant Secretary	
Daniel O. Minerva	Treasurer	
Kathryn Bopp-Flynn	Assistant Treasurer	
Robert Murach	Assistant Treasurer	

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PAMI-LEMB I 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 TWENTY-FIRST DAY OF DECEMBER, A.D. 1999.

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



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99 DEC 23 PM 2:04

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION:

0154238

DATE:

12-21-99