



ACCOUNT NO. : 072100000032

REFERENCE : 704133 4341416

AUTHORIZATION : *Patricia Poyak*

COST LIMIT : \$ 285.00

ORDER DATE : February 12, 1998

ORDER TIME : 9:27 AM

ORDER NO. : 704133-010

CUSTOMER NO: 4341416

CUSTOMER: Mr. Ronen Varsano
William E. Simon & Sons, Inc.
P. O. Box 1913
310 South Street
Morristown, NJ 07962-1913

FOREIGN FILINGS

NAME: WESKIDS II, L.L.C.

000002429870--5

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Daniel W Leggett

M98-135

Name Availability	<i>OK 2-13</i>
Document Examiner	<i>[Signature]</i>
Updater	<i>[Signature]</i>
Updater Verifier	<i>[Signature]</i>
Acknowledgment	<i>[Signature]</i>
W. P. Verifier	<i>[Signature]</i>

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98 FEB 13 AM 11:10
98 FEB 13 AM 10:56
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98 FEB 13 AM 7:10
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1. WESKIDS II, L.L.C.
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present. Please note: "L.L.C." is not an acceptable suffix in Florida.)

<p>4. <u>11/20/97</u> (Date of Organization)</p>	<p>5. <u>Perpetual</u> (Duration: Year limited liability company will cease to exist or "perpetual")</p>
------------------------------------------------------	--------------------------------------------------------------------------------------------------------------

7. 310 South Street, Morristown, N.J., 07962

(Street address of principal office)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>Mark J. Butler</u>	<u>[MGR]</u>	<u>Christine W. Jenkins</u>	<u>[MGR]</u>
<u>310 South Street</u>		<u>310 South Street</u>	
<u>Morristown, N.J. 07962</u>		<u>Morristown, N.J. 07962</u>	
<u>Michael B. Lenard</u>	<u>[MGR]</u>		
<u>10990 Wilshire Blvd. Suite 500</u>			
<u>Los Angeles, CA</u>			
<u>William E. Simon, Jr.</u>	<u>[Member]</u>	<u>J. Peter Simon</u>	<u>[Member]</u>
<u>10990 Wilshire Blvd.</u>		<u>10990 Wilshire Blvd.</u>	
<u>Los Angeles, CA</u>		<u>Los Angeles, CA</u>	

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of WESKIDS II, L.L.C.

_____ deposits and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 20,000
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ 0 . A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is
\$ 20,000 . This total includes amounts from 2 and 3 above.



Christine W. Jenkins, Manager

Signature of a member or authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit
constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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DIVISION OF CORPORATIONS
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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: WESKIDS II, L.L.C.

2. The name and address of the registered agent and office is:

Corporation Service Co.

(Name)

1201 Hays Street

(P.O. Box not acceptable)

Tallahassee, FL 32301

(City/State/Zip)

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Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating 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:

David Sheehy
(Signature)

2-12-98
(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WESKIDS II, L.L.C." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWELFTH DAY OF FEBRUARY, A.D. 1998.

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



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8918120

DATE: 02-12-98