

M98000000365



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 783017 4300123
AUTHORIZATION : Patricia Pizut
COST LIMIT : \$ 285.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 17 PM 1:07

ORDER DATE : April 15, 1998

ORDER TIME : 9:31 AM

ORDER NO. : 783017-030

CUSTOMER NO: 4300123

CUSTOMER: Susan E. Todd, Legal Assistant
Battle Fowler LLP
75 East 55th Street
Park Avenue Tower
New York, NY 10022

100002492431--7

FOREIGN FILINGS

NAME: COOPERS & LYBRAND
INVESTIGATIONS, L.L.C.

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

BK

4/17/98

(5)

98 APR 17 AM 11:23
DIVISION OF CORPORATIONS

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT
BUSINESS IN THE STATE OF FLORIDA:

1. Coopers & Lybrand Investigations, 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.)
2. Delaware 3. 13-3987026
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. January 13, 1998 5. January 13, 2027
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 1301 Avenue of the Americas
New York, New York 10019
(Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR]who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

[illegible]

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

The undersigned member or authorized representative of a member of _____
Coopers & Lybrand Investigations, L.L.C.

deposes 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 \$ 100
- 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
\$ 100. This total includes amounts from 2 and 3 above.



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.)

Scott Moritz, Manager

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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: Coopers & Lybrand

Investigations, L.L.C.

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

Corporation Service Company

(Name)

1201 Hays Street

(P.O. Box not acceptable)

Tallahassee, Florida 32301

(City/State/Zip)

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.

Corporation Service Company

By: Vicki Schuler, Esq. V.P.

(Signature)

4/16/98

(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

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 "COOPERS & LYBRAND INVESTIGATIONS, 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 FOURTEENTH DAY OF APRIL, A.D. 1998.

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

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04-14-98

Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: