



THE UNITED STATES
CORPORATION
COMPANY

M98000000846

ACCOUNT NO. : 072100000032

REFERENCE : 917585 7144145

AUTHORIZATION :

Patricia Pizant

COST LIMIT : \$ 70.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG - 6 PM 1:10

ORDER DATE : August 5, 1998

ORDER TIME : 9:28 AM

ORDER NO. : 917585-005

CUSTOMER NO: 7144145

CUSTOMER: Derek Lively, Esq
Goodwin, Procter & Hoar
40th Floor
599 Lexington Avenue
New York, NY 10022

600002609056--7

\$285.00

FOREIGN FILINGS

NAME: PW ACQUISITION X, LLC

65

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 Turner

RECEIVED
98 AUG - 6 AM 9:55
DIVISION OF CORPORATION

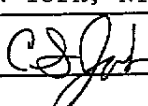
**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

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

FILED
SECRETARY OF CORPORATIONS
DIVISION
98 AUG - 6 PM 1:10

1. PW Acquisitions X, LLC
(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.)
2. Delaware 3. 13-4008859
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. May 15, 1998 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. N/A UPON QUALIFICATION
(Date first transacted business in Florida. (See sections 608.501, 608.502 and 817.155, F.S.))
7. 1285 Avenue of the Americas, 19th Floor
New York, NY 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)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
PW Acquisitions Corp.	MGRM		
1285 Avenue of the Americas			
New York, NY 10019			
			

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

FILED STATE
SECRETARY OF CORPORATIONS
98 AUG -6 PM 1:10

The undersigned member or authorized representative of a member of PW Acquisitions X, LLC

Christopher S. Johnson

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 \$ 17,710,740.13 .
- 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
\$ 17,710,740.13 . 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.)

Filing Fee: \$ 52.50 for Affidavit

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG -6 PM 1:10

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

PW ACQUISITION X, LLC

2. The name and the Florida street address of the registered agent and office are:

CORPORATION SERVICE COMPANY

(Name)

1201 HAYS STREET

Florida street address (P.O. Box **NOT** ACCEPTABLE)

TALLAHASSEE

FL

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.



(Signature)

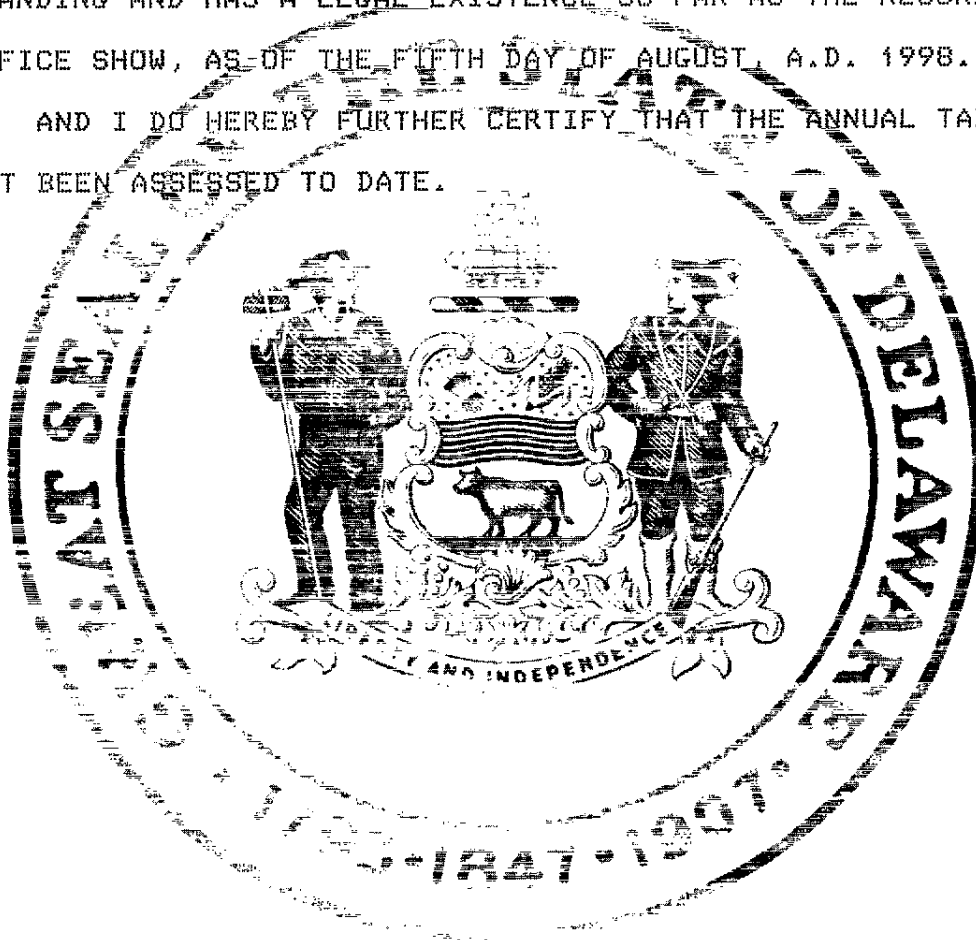
Carol K. Dolor/Authorized Representative

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 "PW ACQUISITIONS X, LLC" 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 FIFTH DAY OF AUGUST, A.D. 1998.

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



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG -6 PM 1:10



Edward J. Freel

Edward J. Freel, Secretary of State

2897569 8300

981306141

9236562

AUTHENTICATION:

DATE:

08-05-98