

M98000001494



ACCOUNT NO. : 072100000032
REFERENCE : 061027 4302990
AUTHORIZATION :
COST LIMIT : \$ PREPAID

98 DEC 14 PM 4:04
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ORDER DATE : December 10, 1998
ORDER TIME : 2:05 PM
ORDER NO. : 061027-025
CUSTOMER NO: 4302990

900002711879--4
-12/14/98--01083--023
*****35.00 *****35.00

CUSTOMER: Vicki Phelps, Legal Assistant
Latham & Watkins
633 West Fifth Street
Suite 4100
Los Angeles, CA 90071

900002711879--4
-12/14/98--01083--024
*****250.00 *****250.00

FOREIGN FILINGS

NAME: PRAGER, MCCARTHY & SEALY, LLC

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

FILED
98 DEC 14 PM 2:42
DIVISION OF CORPORATIONS

Name Availability	<i>MCA</i>
Document Examiner	<i>MCA</i>
Updater	<i>MCA</i>
Updater Verifier	<i>MCA</i>
Acknowledgement	<i>MCA</i>
P. Verifier	<i>MCA</i>

**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:

1. Prager, McCarthy & Sealy, LLC
(Name of foreign limited liability company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 94-3057440
(FEI number, if applicable)
4. November 2, 1998
(Date of Organization)
5. perpetual
(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. One Maritime Plaza, 10th Floor, Suite 1000, San Francisco, California 94111
(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)

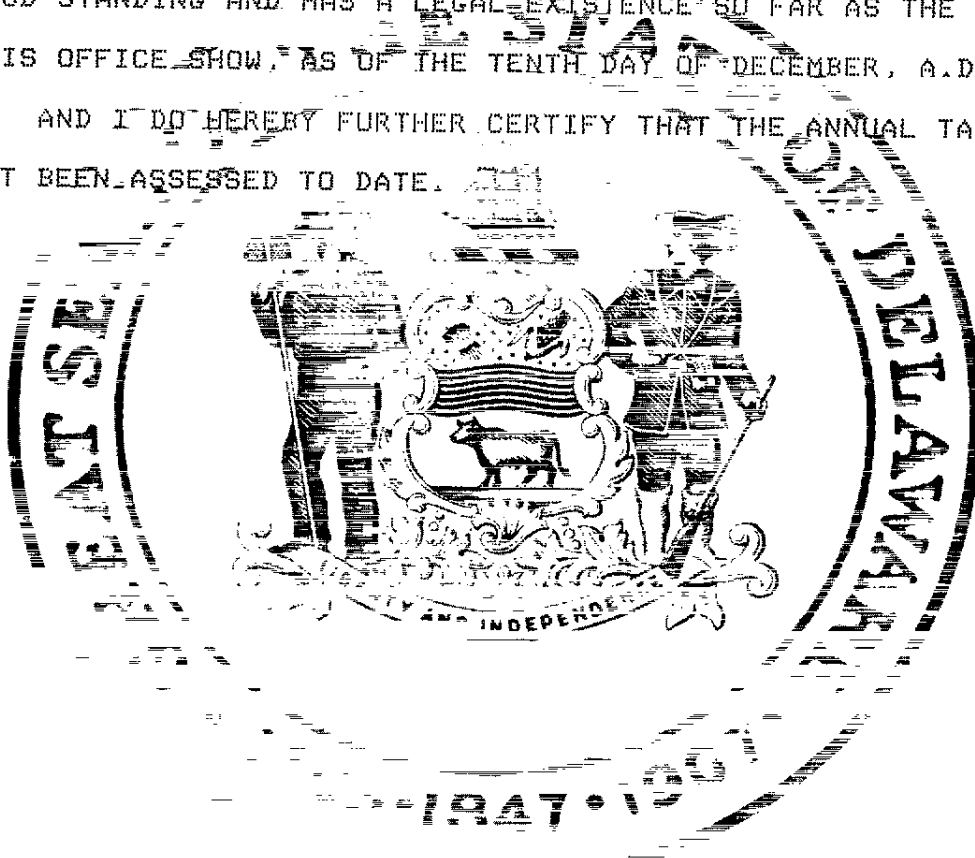
NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>Prager, McCarthy</u>	<u>MGRM</u>	_____	_____
<u>& Sealy, Inc.</u>	_____	_____	_____
<u>One Maritime Plaza, Suite 1000,</u>	_____	_____	_____
<u>San Francisco, CA 94111</u>	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 98 DEC 14 PM 4:04

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PRAGER, MCCARTHY & SEALY, 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 TENTH DAY OF DECEMBER, A.D. 1998.

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



Edward J. Freel

Edward J. Freel, Secretary of State



2962190 8300

981476018

AUTHENTICATION:

9454149

DATE:

12-10-98

**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 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:

Prager, McCarthy & Sealy, 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.

Corporation Service Company

By: Karen E. Wehner

(Signature)

Karen E. Wehner, Asst. Vice President

Filing Fee: \$ 35 for Designation of Registered Agent

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

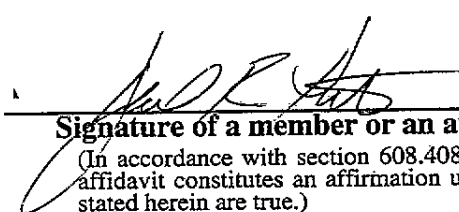
The undersigned member or authorized representative of a member of _____
Prager, McCarthy & Sealy, LLC certifies:

1) the above named limited liability company has at least one member;

2) the total amount of cash contributed by the member(s) is \$ 5,500,000

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.)
and

4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ 5,500,000
(This total includes amounts from 2 and 3 above.)



Signature of a member or an 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.)

David R. Porter, Chief Financial Officer of Prager, McCarthy & Sealy, Inc.,
Typed or printed name of signee Managing Member

Filing Fee: \$250.00 for Application and Affidavit