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ACCOUNT NO. : 072100000032

REFERENCE : 189465 4373439

AUTHORIZATION :

Patricia Pzyt

COST LIMIT : \$ 285.00

ORDER DATE : March 31, 1999

ORDER TIME : 10:49 AM

ORDER NO. : 189465-005

100002856671--8

CUSTOMER NO: 4373439

CUSTOMER: Mr. Larry Johnson
Akin, Gump, Strauss, Hauer &
19th Floor
590 Madison Avenue
New York, NY 10022

FOREIGN FILINGS

NAME: LANCEBAY, LLC

XXXX QUALIFICATION (TYPE: LL)

FILED
99 APR 29 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 APR 29 AM 11:37
DIVISION OF CORPORATION

Name	PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:		
Availability	4/29/99	CERTIFIED COPY	
Document	XX	PLAIN STAMPED COPY	
Examiner		CERTIFICATE OF GOOD STANDING	DCC
Updater			DCC
Contact Person	Angie Glisar		
Verifier			DCC
Adm. Management			DCC
W. P. Verifier			DCC

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**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 TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Lancebay, LLC
(Name of foreign limited liability company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. Pending
(FEI number, if applicable)
4. Pending
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Date of Formation
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. c/o Goldman Sachs & Co., 100 Crescent Court, Suite 1000
Dallas, Texas 75201
(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)

TITLE:

TITLE:

New Hanceburg Corp. MGRM

46 Goldman Sachs & Co.
100 Crescent Court,
Suite 1000
Dallas, Texas 75201

[illegible]

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

The undersigned member or authorized representative of a member of Lance bay, L.L.C.
_____ 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

3) if any, the agreed value of property other than cash contributed by member(s) is:

(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

(This total includes amounts from 2 and 3 above.)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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.)



Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

**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:

Lancebay, 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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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.

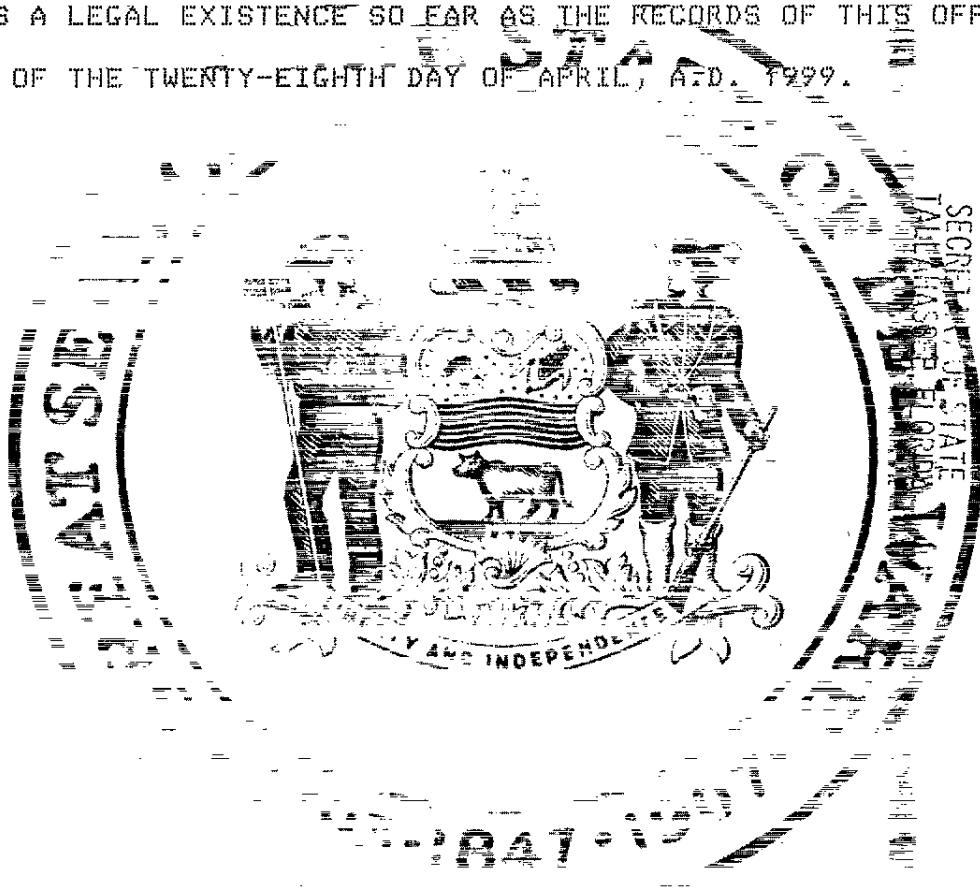
By: Deborah D. Skipper
(Signature)

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 "LANCEBAY, 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 TWENTY-EIGHTH DAY OF APRIL, A.D. 1999.



FILED

99 APR 29 PM 3:30

Edward J. Freel

Edward J. Freel, Secretary of State



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AUTHENTICATION: 9711413

DATE: 04-28-99