

Filing fee: \$150.00
License fee: \$15.00 minimum
(Section 7-1.1-124)

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE
CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RI 02903

APPLICATION FOR CERTIFICATE OF AUTHORITY OF

Corp. I.D. #

86935

PS Orangeco, Inc.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

FIRST: The name of the corporation is PS Orangeco, Inc.

SECOND: The name which it elects to use in Rhode Island is

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island;)

THIRD: It is incorporated under the laws of California

FOURTH: The date of its incorporation is November 30, 1994 and the period of its duration is Perpetual

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is 600 N. Brand Blvd., Suite 300, Glendale, California

SIXTH: The address of its proposed registered office in Rhode Island is 123 Dyer Street, Providence, Rhode and the name of its proposed registered agent in Rhode Island at that address is C T Corporation System
C T CORPORATION SYSTEM

Signature Thomas C. Totaro
Assistant Secretary

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are

Sales. Notwithstanding the foregoing, the purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of Rhode Island.

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By [Signature] 157801

EIGHTH: The names and respective addresses of its directors and officers are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
B. Wayne Hughes,	Director	600 N. Brand Blvd., Suite 300, Glendale, California 91203-1241
	Director	
	Director	
See attached list of officers	President	
	Vice President	
	Secretary	
	Treasurer	

NINTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
100,000	Common	(No series)	\$0.10
100,000	Preferred	(No series)	\$0.10

TENTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
2,770	Common	(No series)	\$0.10
52,625	Preferred	(No series)	\$0.10

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is: \$ 554,100

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ 100

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 100

FOURTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ 100

FIFTEENTH: This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated 11-14, 1995

PS Orangeco, Inc.
[Exact Corporate Name of Corporation Making Application]

By

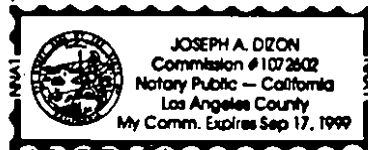
Its Vice President

and

Its Asst. Secretary

STATE OF California } SC.
COUNTY OF Los Angeles

At Glendale in said County on the 14th day
of NOV. 1995, before me personally appeared Owen B.
Gerrick and Ronald L. Harner, Jr., who being by me first duly sworn, declared that
they are the Vice Pres. & Asst. Sec., respectively of PS Orangeco, Inc.,
that he signed the foregoing document as such of the
corporation, and that the statements therein contained are true.



(NOTARIAL SEAL)

Joseph A. Dizon
Notary Public
Joseph A. Dizon

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Appendix to Rhode Island
Application for Certificate of Authority

**Officers of
PS Orangeco, Inc.**

1. B. Wayne Hughes, President and CEO
600 N. Brand Blvd., Suite 300
Glendale, California 91203-1241
 2. Hugh W. Horne, Vice President and Secretary
600 N. Brand Blvd., Suite 300
Glendale, California 91203-1241
 3. Ronald L. Havner, Jr., Vice President, Assistant Secretary and CFO
600 N. Brand Blvd., Suite 300
Glendale, California 91203-1241
 4. Obren B. Gerich, Vice President and Assistant Secretary
600 N. Brand Blvd., Suite 300
Glendale, California 91203-1241
 5. Harvey Lenkin, Vice President
600 N. Brand Blvd., Suite 300
Glendale, California 91203-1241
 6. Jill L. Webster, Vice President
600 N. Brand Blvd., Suite 300
Glendale, California 91203-1241
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