

CT CORPORATION SYSTEM

FOI 0000000240

CORPORATION(S) NAME

Intecap, Inc.

FILED
JAN 16 PM 11:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- | | | |
|---|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input checked="" type="checkbox"/> Foreign
<i>Qualification</i> | <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Change of RA |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Fictitious Name | <input checked="" type="checkbox"/> CUS |
| <input type="checkbox"/> Photocopies | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name _____
 Availability _____
 Document _____
 Examiner _____
 Updater _____
 Verifier _____
 W.P. Verifier _____

1/16/01

(Handwritten mark)

Order#: 3513880

Ref#: _____

Amount: \$ _____

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TALLAHASSEE, FLORIDA

660 East Jefferson Street
 Tallahassee, FL 32301
 Tel. 850 222 1092
 Fax 850 222 7615

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 *****78.75 *****78.75

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

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1. InteCap, Inc
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware 3. applied for
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 6/10/99 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. UPON qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1601 market street
(Principal office address)
suite 1500 Philadelphia, Pa 19103
(Current mailing address)

8. Consulting.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: OT Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida 33324
(City) (Zip code)

10. Registered agent's acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Christine M. Eastwine
(Registered agent's signature) Christine M. Eastwine
Assistant Secretary

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE FLORIDA

B. OFFICERS

President: See attached

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. G. Lee Bels
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. G. Lee Bels, Executive V/P and CFO
(Typed or printed name and capacity of person signing application)

InteCap, Inc
Officers and Directors
January 1,2001

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<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Director</u>
Chairman & CEO	David Yurkerwich	380 Madison Ave, 20th Floor, NY, NY 10017	Yes
President	Daniel McGavock	101 N. Wacker Drive, 16 th Floor, Chicago, IL 60606	Yes
Exec. VP	David Kennedy	1360 Peachtree Street, 8 th Floor, Atlanta, GA 30309	Yes
Exec. VP CFO & Sec.	G. Lee. Bohs	1601 Market Street, 15 th Floor, Philadelphia, PA 19103	Yes
Exec VP	Raymond Sims	101 N. Wacker Drive, 16 th Floor, Chicago, IL 60606	Yes
Exec VP	Walter Bratic	1415 Louisiana, 3 rd Floor, Houston, TX 77002	Yes
Board of Director	David Donini	6100 Sears Tower, Chicago, Ill, 60606-6402	Yes
Board of Director	Bruce Rauner	6100 Sears Tower, Chicago, Ill, 60606-6402	Yes

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INTECAP, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTEENTH DAY OF JANUARY, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Secretary of State

3048885 8300

AUTHENTICATION: 0914840

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DATE: 01-15-01