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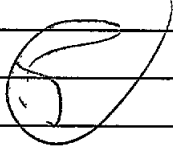
FILED
01 APR 25 PM 4:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION(S) NAME

nth Degree, Inc.

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*****70.00 *****70.00



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|--|---|---|
| <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 | <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 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 | | |

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
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Name 4/25/01 Order#: 3969815
 Availability _____
 Document _____
 Examiner _____ Ref#: _____
 Updater _____
 Verifier _____
 W.P. Verifier _____ Amount: \$ _____

File 2nd

RL 4/25

CB

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

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

01 APR 25 PM 4:33 FILED SECRETARY OF STATE TALLAHASSEE, 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.

- 1. nth Degree, 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 (State or country under the law of which it is incorporated)
3. 36-4433179 (FEI number, if applicable)
4. 02/21/2001 (Date of incorporation)
5. Perpetual (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. 1492 Kelton Drive, Stone Mountain, GA 30083 (Principal office address)
676 N. Michigan Avenue, Suite 3900, Chicago, IL 60611 (Current mailing address)

8. Law of Delaware and permitted under the Florida Business Corporation Law including event & trade show management. (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: C T 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.

By: Anne E Diamond (Registered agent's signature) Anne E Diamond, Asst Secy

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:

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TALLAHASSEE, FLORIDA

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Terence M. Graunke

Address: 676 N. Michigan Avenue

Chicago, IL 60611

Director: See Attachment for additional directors

Address: _____

B. OFFICERS

President: Terence M. Graunke

Address: 676 N. Michigan Avenue

Chicago, IL 60611

Vice President: Kathleen M. Johnston

Address: 676 N. Michigan Avenue

Chicago, IL 60611

Secretary: Kathleen M. Johnston

Address: 676 N. Michigan Avenue Chicago, IL 60611

Treasurer: _____

Address: _____

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

13.  _____

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Kathleen M. Johnston, Vice President

(Typed or printed name and capacity of person signing application)

ATTACHMENT TO
FLORIDA APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS

NTH DEGREE, INC.

Additional Directors: Paul G. Yovovich
676 North Michigan Avenue
Chicago, IL 60611

Thomas J. Salentine
135 South LaSalle Street
Chicago, IL 60603

Rodney L. Goldstein
135 South LaSalle Street
Chicago, IL 60603

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NTH DEGREE, 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 TWENTY-THIRD DAY OF APRIL, A.D. 2001.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3359054 8300

AUTHENTICATION: 1094564

010194629

DATE: 04-23-01