



THE UNITED STATES CORPORATION COMPANY

E 970000006689

ACCOUNT NO. : 072100000032

REFERENCE : 603001 7136989

AUTHORIZATION : Patricia Pizut

COST LIMIT : \$ 70.00

ORDER DATE : November 17, 1997

ORDER TIME : 11:44 AM

ORDER NO. : 603001-035

CUSTOMER NO: 7136989

900002352859--0

CUSTOMER: Mr. Gary Scott Saipe  
Lifestyle Communities, Ltd.  
Suite 1510  
547 West Jackson Boulevard  
Chicago, IL 60661

W97-26243

FOREIGN FILINGS

NAME: LIFESTYLE COMMUNITIES, LTD.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 DEC 17 PM 3: 02  
w/c  
12/17

RECEIVED  
97 NOV 20 PM 12: 12  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

November 20, 1997

CSC NETWORKS  
DEBORAH SCHRODER

SUBJECT: LIFESTYLES COMMUNITES, LTD., INC.  
Ref. Number: W97000026243

We have received your document for LIFESTYLES COMMUNITES, LTD., INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6093.

Freta Lott  
Corporate Specialist Supervisor

Letter Number: 397A00055690

CERTIFICATION

I, Lawrence S. Adelson, the Secretary of Lifestyle Communities, Ltd. ("LCL"), a corporation duly organized under the laws of the State of Delaware, do hereby certify that the following resolutions were adopted by the board of directors of LCL in a unanimous written consent, dated as of December 9, 1997; that said resolutions have not been modified or amended; and that said resolutions are in full force and effect:

NOW THEREFORE, BE IT RESOLVED, that inasmuch as the Corporation desires to transact business in the State of Florida, and inasmuch as the board of directors of the Corporation has been advised that the name of the Corporation is not available for corporate use in the State of Florida, the Corporation hereby adopts the alternate name "Lifestyle Communities of Delaware, Ltd. Inc." for use in transacting business in the State of Florida pursuant to section 607.1506, Florida Business Corporation Act; and

FURTHER RESOLVED, that the proper officers of the Corporation be, and each of them hereby is, authorized, empowered and directed in the name of, and on behalf of, the Corporation to cause any and all required documents to be prepared, executed and so filed that the Corporation may obtain a certificate of authority in Florida pursuant to the Florida Business Act, and to cause the Corporation to use the name "Lifestyle Communities of Delaware, Ltd., Inc." in the transaction of business in the State of Florida.

IN WITNESS WHEREOF, I have affixed my name this 9<sup>th</sup> day of December, 1997.



\_\_\_\_\_  
Lawrence S. Adelson  
Secretary

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
17 DEC 17 PM 3:00

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:

1. Lifestyle Communities, Ltd., 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. 36-4116539 (FEI number, if applicable)

4. November 8 1996 (Date of Incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. upon qualification (Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. c/o CMC Heartland Partners 547 W. Jackson Blvd., Suite 1510 Chicago, Illinois 60661 (Current mailing address)

8. Engage in and conduct any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301 (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. Corporation Service Company

By: [Signature] (Registered agent's signature)

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.

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12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable) - *See attached list.*

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

B. OFFICERS (Street address only- P. O. Box NOT acceptable) - *See attached list.*

President: \_\_\_\_\_

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

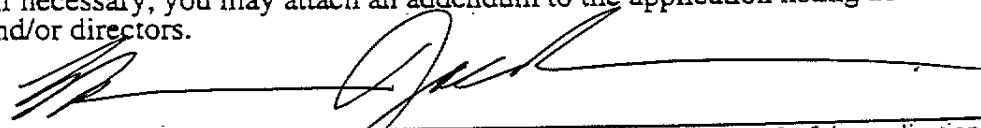
Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

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

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

14. *Edwin Jacobson, President* \_\_\_\_\_  
(Typed or printed name and capacity of person signing application)

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DIVISION OF CORPORATIONS  
97 DEC 17 PM 3:02

LIST OF DIRECTORS AND OFFICERS OF LIFESTYLE COMMUNITIES, LTD.,  
A DELAWARE CORPORATION (the "Corporation")

Directors of the Corporation:

Edwin Jacobson, Chairman of the Board  
c/o CMC Heartland Partners  
547 W. Jackson Boulevard  
Suite 1510  
Chicago, Illinois 60661

Lawrence S. Adelson  
c/o CMC Heartland Partners  
547 W. Jackson Boulevard  
Suite 1510  
Chicago, Illinois 60661

Officers of the Corporation:

Edwin Jacobson, President  
c/o CMC Heartland Partners  
547 W. Jackson Boulevard  
Suite 1510  
Chicago, Illinois 60661

James G. Righeimer, Vice President and Treasurer  
c/o CMC Heartland Partners  
547 W. Jackson Boulevard  
Suite 1510  
Chicago, Illinois 60661

Lawrence S. Adelson, Vice President - General Counsel and Secretary  
c/o CMC Heartland Partners  
547 W. Jackson Boulevard  
Suite 1510  
Chicago, Illinois 60661

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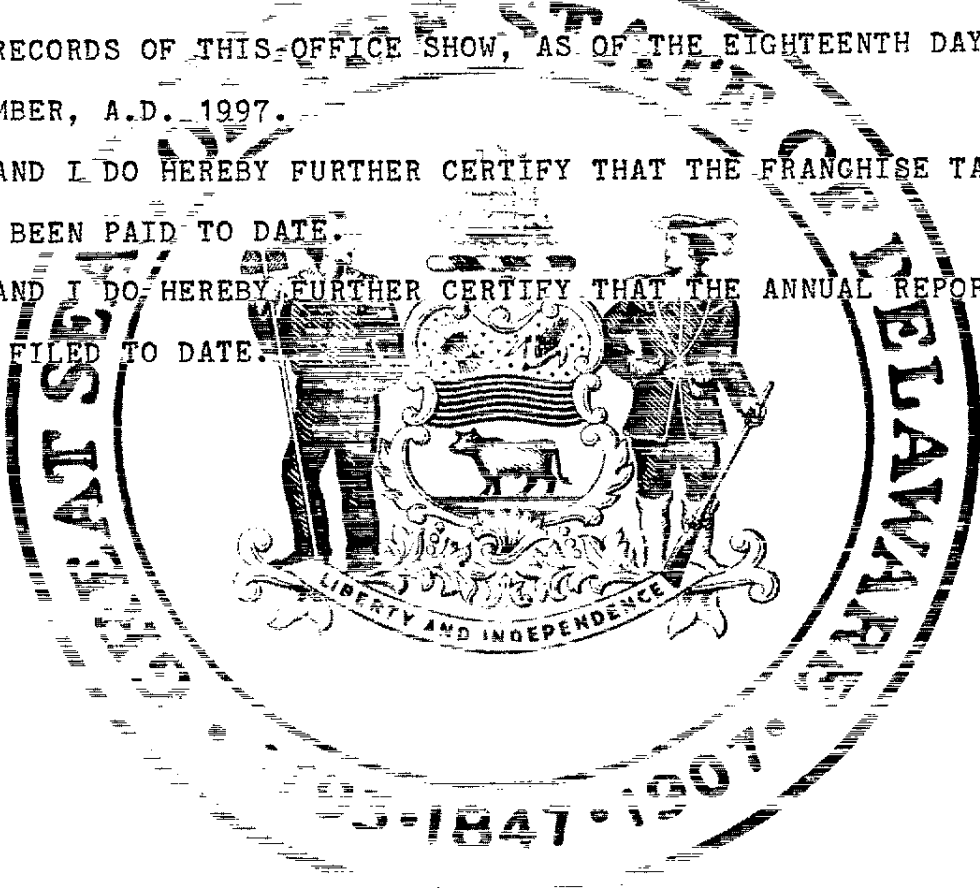
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DIVISION OF CORPORATIONS

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LIFESTYLE COMMUNITIES, LTD." 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 EIGHTEENTH DAY OF NOVEMBER, A.D. 1997.

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

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



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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
DEC 17 PM 3:03

*Edward J. Freel*

Edward J. Freel, Secretary of State



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AUTHENTICATION: 8762036

DATE: 11-18-97