



THE UNITED STATES CORPORATION COMPANY

980000000575

ACCOUNT NO. : 072100000032

REFERENCE : 687584 4321040

AUTHORIZATION : *Tricia Pzyut*

COST LIMIT : \$ 70.00

ORDER DATE : January 29, 1998

ORDER TIME : 12:52 PM

ORDER NO. : 687584-005

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CUSTOMER NO: 4321040

CUSTOMER: Ms. Debra A. Millinowisch
Schiff Hardin & Waite
7200 Sears Tower
233 South Wacker Drive
Chicago, IL 60606

FOREIGN FILINGS

NAME: NMH ACQUISITION CORP.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Karen B. Rozar

SL 2/2

RECEIVED
 98 JAN 30 PM 4: 21
 DIVISION OF CORPORATION
 FILED
 98 JAN 30 AM 9: 27
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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. NMH Acquisition Corp.
(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. 1-30-98 5. Perpetual
(Date of incorporation) (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 817.156, F.S.))

7. 500 Fairway Drive, Suite 205, Deerfield Beach, Florida 33441
(Current mailing address)

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TALLAHASSEE, FLORIDA
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8. To engage in any lawful act or activity for which corporation may be organized under the General Corporation Law of Delaware, as amended and permitted under the Florida Statutes
(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:
Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

Patricia Pizzuto
(Registered Agent's signature) (Officer)
Patricia Pizzuto, As its agent
(Type Name and Title of Officer)

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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached list of directors

Address: _____

Vice Chairman: See attached list of directors

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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Treasurer: _____

Address: _____

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

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

14. JOAN PAPADAKIS, TREASURER
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

Exhibit A

**NMH ACQUISITION CORP.
LIST OF DIRECTORS AND OFFICERS**

Director and President	Daniel K. Newell
Director, Vice President and Assistant Secretary	G. Mark Mickelson
Vice President and Assistant Secretary	Christopher J. Younger
Treasurer	Joan Papadakis
Secretary	Alan D. Dietrich
Assistant Secretary	Susan Anderson Bachman

The address of the above directors and officers is as follows:

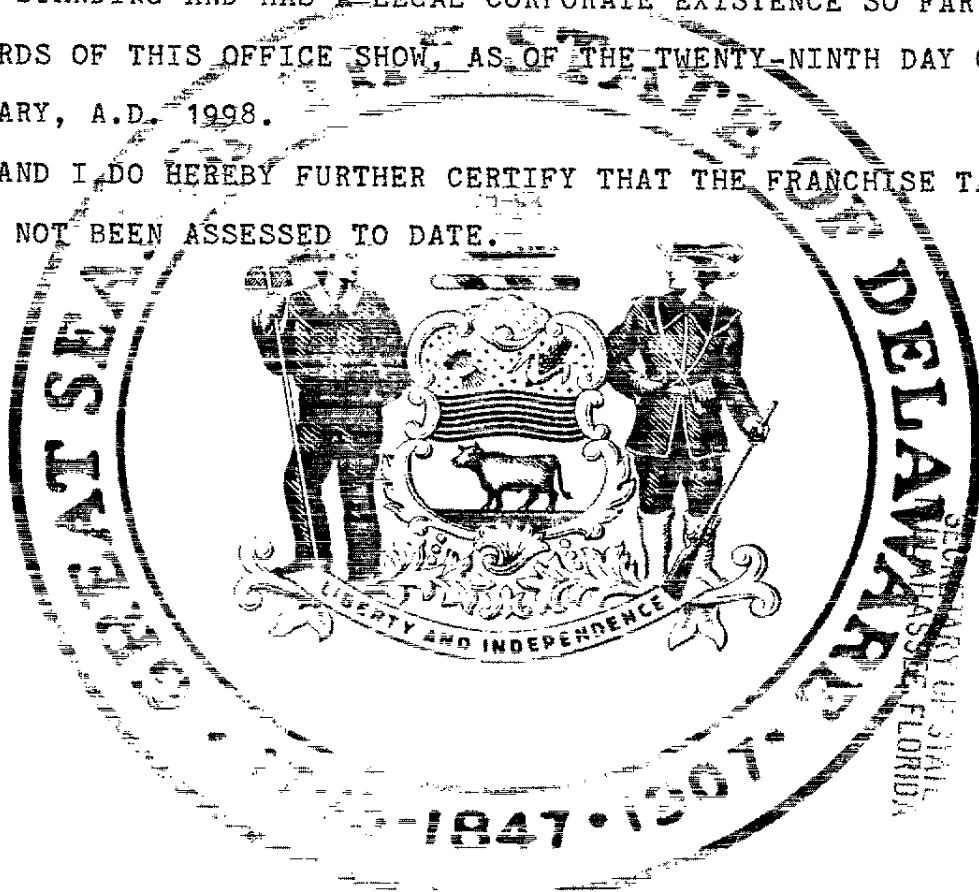
500 Fairway Drive
Suite 205
Deerfield Beach, Florida 33441

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NMH ACQUISITION CORP." 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-NINTH DAY OF JANUARY, A.D. 1998.

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



98 JAN 30 AM 9:28

FILED



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8892547

DATE: 01-29-98