

Document Number Only

M98000000358

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name  
TALLAHASSEE, FL 32301

Address  
222-1092

City State Zip Phone

CORPORATION(S) NAME

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
98 APR 15 PM 3: 24

The Martin - Brower Company

500002489175-1  
-04/15/98-01032-005  
\*\*\*\*285.00 \*\*\*\*285.00

500002489175-1  
-04/15/98-01032-006  
\*\*\*\*61.25 \*\*\*\*61.25

- Profit
- NonProfit
- Limited Liability Co.
- Foreign

- Amendment
- Dissolution/Withdrawal

- Merger
- Mark

7

- Limited Partnership
- Reinstatement

- Annual Report
- Name Registration
- Fictitious Name

- Other
- Change of R.A.
- UCC

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- After 4:30
- Pick Up

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

APR 15 1998

Thanks,  
Jeff

DIVISION OF CORPORATIONS

B/K  
4/15/98

**WRITTEN CONSENT TO ACTION BY SOLE MEMBER OF  
THE MARTIN-BROWER COMPANY, L.L.C.**

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 APR 15 PM 3:27

The undersigned ("Member"), being the sole member of The Martin-Brower Company, L.L.C., a Delaware limited liability company ("Company"), pursuant to the provisions of the Delaware Limited Liability Company Act, hereby consents to and adopts the following resolution:

**WHEREAS**, it is in the best interests of the Company in order to fulfill its business purposes and in connection with the proposed acquisition of The Martin-Brower Company, a Delaware corporation, and the related transactions (collectively, the "MB Transaction") to qualify the Company to do business in a number of foreign jurisdictions, including but not limited to, the states of Arizona, California, Connecticut, Florida, Georgia, Illinois, Kentucky, Louisiana, Massachusetts, Nevada, Pennsylvania, Tennessee, Texas, Utah and Virginia; and

**WHEREAS**, in connection with the aforesaid foreign qualifications to do business ("Qualification"), it is anticipated that until the completion of the MB Transaction, the Company may, in connection with Qualification, be required to adopt a fictitious or assumed name in one or more foreign jurisdictions in which it seeks Qualification; and

**WHEREAS**, the Company wishes to adopt the fictitious or assumed name "The Martin-Brower Acquisition Company, L.L.C." or any other acceptable fictitious or assumed name, in connection with Qualification, as may be required.

**NOW, THEREFORE, BE IT RESOLVED**, that the Company is authorized to submit for filing the necessary documents in connection with Qualification; and

**FURTHER RESOLVED**, that the Company is authorized to adopt the fictitious or assumed name "The Martin-Brower Acquisition Company, L.L.C." or such other acceptable name as maybe required in connection with Qualification; and

**FURTHER RESOLVED**, that the proper officers of the Company are hereby authorized to take such actions as may be necessary or appropriate in order to complete the intentions of aforesaid resolutions.

This Written Consent to Action has been executed, and is deemed adopted and effective, as of April 13, 1998.

Member:

Reyes Holdings, Inc., a Delaware corporation

By: 

Name: Gregory J. Purcell

Title: Vice President

**CONSENT TO USE OF NAME**

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THE MARTIN-BROWER COMPANY, a Delaware corporation (the "Company"), hereby consents to the use of the name of the Company by The Martin-Brower Company, L.L.C., Delaware limited liability company in the following jurisdictions:

- 1. Arkansas
- 2. California
- 3. Connecticut
- 4. Florida
- 5. Georgia
- 6. Illinois
- 7. Kentucky
- 8. Louisiana
- 9. Massachusetts
- 10. Nevada
- 11. Pennsylvania
- 12. Texas
- 13. Tennessee
- 14. Utah
- 15. Virginia

IN WITNESS WHEREOF, the Company has caused this Consent to be executed on its behalf by the undersigned on and as of the 13<sup>th</sup> day of April, 1998.

**THE MARTIN-BROWER COMPANY**

By: Dennis M. Malchow  
Dennis M. Malchow  
Its: President

# APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

FILED STATE SECRETARY OF CORPORATIONS  
 DIVISION OF BUSINESS REGISTRATION  
 98 APR 15 PM 3:24

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

- doing business in THE MARTIN-BROWER ACQUISITION COMPANY, L.L.C. Florida as
1. The Martin-Brower Company, L.L.C.  
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
  2. Delaware  
(Jurisdiction under the law of which foreign limited liability company is organized)
  3. Applied for  
(FEI number, if applicable)
  4. February 23, 1998  
(Date of Organization)
  5. December 31, 2048  
(Duration: Year limited liability company will cease to exist or "perpetual")
  6. Upon authorization  
(Date first transacted business in Florida. (See sections 608.501, 608.502 and 817.155, F.S.))
  7. 225 East Deerpath, Suite 270, Lake Forest, IL 60045  
  
(Street address of principal office)

8. List and indicate in title space provided the name, title, and business address of each managing member [MGRM] or manager [MGR]. It is not necessary to list members.  
(attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>Reyes Holdings, Inc.</u>	<u>MGRM</u>	_____	_____
<u>225 East Deerpath, Suite</u>		_____	
<u>270, Lake Forest, IL</u>		_____	
<u>60045</u>		_____	
_____		_____	
_____		_____	
_____		_____	
_____		_____	

**Filing Fee: \$ 52.50 for Application**

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

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PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: The Martin-Brower Company,  
L.L.C.

2. The name and address of the registered agent and office is:

C T CORPORATION SYSTEM  
(Name)  
c/o C T CORPORATION, 1200 South Pine Island Road,  
(P.O. Box not acceptable)  
Plantation, Florida 33324  
(City/State/Zip)

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

C T CORPORATION SYSTEM

Anne Ed Diamond  
(Signature)

April 14, 1998  
(Date)

FILING FEE: \$ 35 for Designation of Registered Agent

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY**

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The undersigned member or authorized representative of a member of The Martin-Brower  
Company, L.L.C. deposes and says:

- 1) the above named limited liability company has at least two members *A*
- 2) the total amount of cash contributed by the member(s) is \$ 150,000.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0.00. A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is \$ 150,000.00. This total includes amounts from 2 and 3 above.

  
\_\_\_\_\_

Signature of a member or authorized representative of a member.  
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)  
Gregory J. Purcell, Vice President of Reyes Holdings, Inc., member

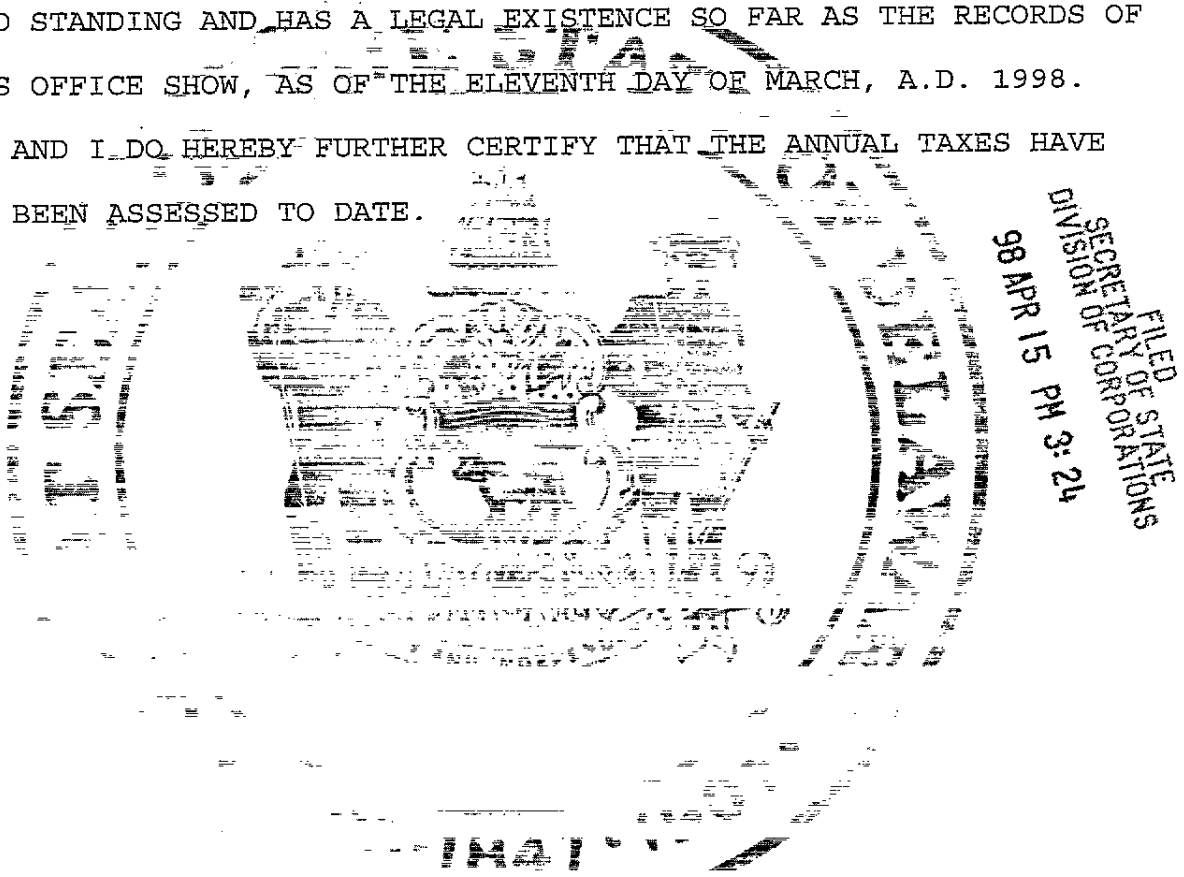
*\* The jurisdiction of formation, state of Delaware, permits single member limited liability companies.*

**Filing Fee: \$52.50 for Affidavit**

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE MARTIN-BROWER COMPANY, L.L.C." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE ELEVENTH DAY OF MARCH, A.D. 1998.

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



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SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
98 APR 15 PM 3:24



*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION:

2866631 8300

DATE:

8965882

981093575

03-11-98