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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. RCT Systems, Inc.
(Corporation Name) (Document #)

2. (Corporation Name) (Document #)

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #)

12/14

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	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

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OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
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	Limited Partnership
	Reinstatement
	Trademark
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Examiner's Initials

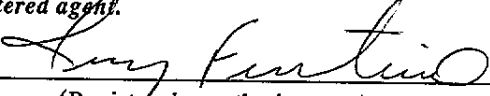
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*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. RCT Systems, 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. Illinois 3. 36-3849495
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. October 5, 1992 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon filing
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 5511 N. Cumberland Ave., Suite 602
Chicago, Illinois 60656
(Current mailing address)
8. See attachment
(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: Lexis Document Services
- Office Address: 3953 WW Kelly Rd.
Tallahassee, FL, Florida, 32311
(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.


(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.

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

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A. DIRECTORS (Street address only - P.O. Box NOT acceptable) . See Attachment

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable) See Attachment

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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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. GEORGE L. KBAMERICH PRESIDENT
(Typed or printed name and capacity of person signing application)

ATTACHMENT
FLORIDA APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS FOR
RCT SYSTEMS, INC.

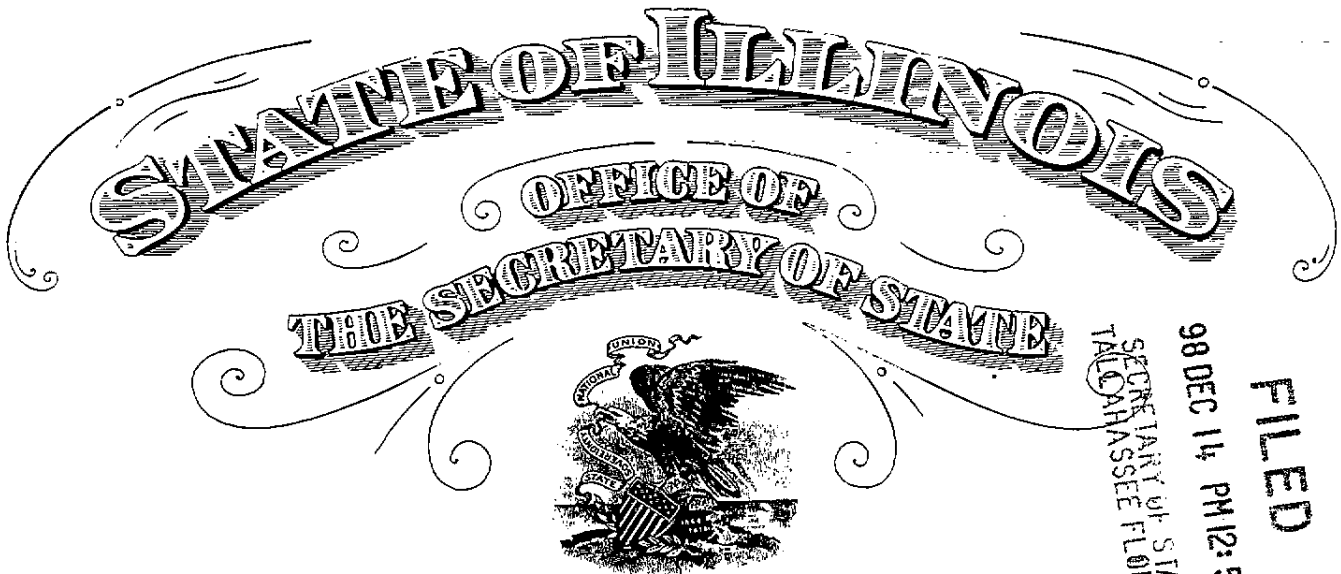
8) Purposes: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Business Corporation Act of 1983, as amended and which are permitted under the Florida Business Corporation Act.

12) The names and addresses of the officers and directors are:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
George L. Kramerich	President, Treasurer & Director	5511 N. Cumberland, Ste. 602 Chicago, IL 60656
Byron A. Denenberg	Secretary & Director	5511 N. Cumberland, Ste. 602 Chicago, IL 60656
Irl B. Grodsky	Assistant Secretary	5511 N. Cumberland, Ste. 602 Chicago, IL 60656
Robert T. Geras	Director	2125 Valley Rd. Northbrook, IL 60062
Oakleigh Thorne	Director	265 E. Deerpath Rd., 3rd Fl. Lake Forest, IL 60045
Jack W. Blumenstein	Director	265 E. Deerpath Rd., 3rd Fl. Lake Forest, IL 60045

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File Number 5701-196-3



To all to whom these Presents Shall Come, Greeting:

I, George H. Ryan, Secretary of State of the State of Illinois,

do hereby certify that

RCT SYSTEMS, INC., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE OCTOBER 5, 1992, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE FILING OF ANNUAL REPORTS AND PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS***



In Testimony Whereof, I hereto set
my hand and cause to be affixed the Great Seal of
the State of Illinois this 10TH
day of DECEMBER A.D., 19 98

George H Ryan

SECRETARY OF STATE