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FILED
99 AUG -9 PM 1:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 330356 4320611
AUTHORIZATION : *Patricia Pigott*
COST LIMIT : \$ 35.00

ORDER DATE : August 4, 1999

ORDER TIME : 9:37 AM

ORDER NO. : 330356-030

400002953774--9

CUSTOMER NO: 4320611

CUSTOMER: Janell G. Nelsen, Legal Asst
Alzheimer & Gray
10 South Wacker Drive
Suite 4000
Chicago, IL 60606

FOREIGN FILINGS

RECEIVED
9 AUG -9 AM 10:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NAME: MONTGOMERY WARD & CO.,
INCORPORATED

XX PROFIT
NON-PROFIT
XXXX AMENDMENT

XX CORPORATE
LIMITED PARTNERSHIP

N.C.
C. COULLETTE AUG 09 1999

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

1. Montgomery Ward & Co., Incorporated
Name of corporation as it appears on the records of the Department of State.
2. Illinois 3. September 30, 1968
Incorporated under laws of Date authorized to do business in Florida

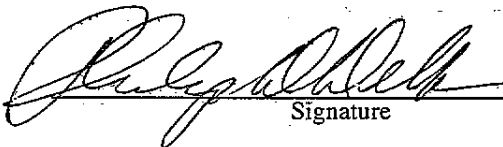
SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? _____
5. Reorganized MW & Co., Inc.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.

New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

New Jurisdiction

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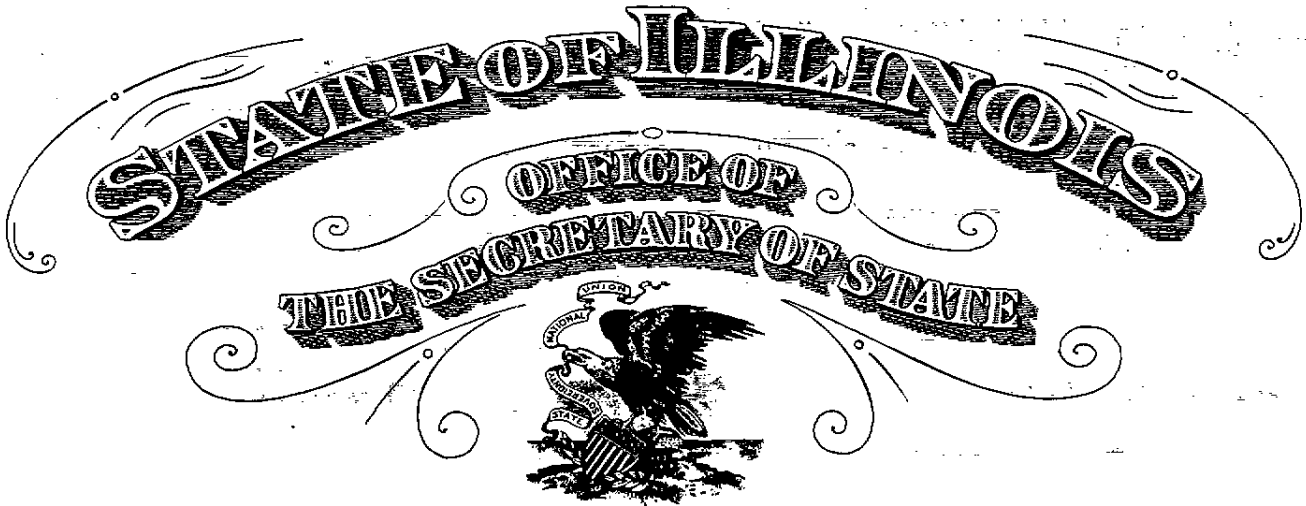

Signature

JUL 30, 1999
Date

Philip D. Delk
Typed or printed name

Vice President
Title

File Number 4902-392-8



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION WERE FILED IN THIS OFFICE ON AUGUST 3, 1999, CHANGING NAME FROM MONTGOMERY WARD & CO., INCORPORATED TO REORGANIZED MW & CO., INC.*****



In Testimony Whereof, I, hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 5TH *day of* AUGUST *A.D.* 1999

Jesse White

SECRETARY OF STATE