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Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

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*****87.50 *****87.50

CORPORATION(S) NAME

MJH

Perthshire Limited Partnership

99 DEC 30 PM 2:05

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

- | | | |
|---|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input checked="" type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 45 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32304

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12/30/99

FILE SECOND

**APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

1. PERTHSHIRE LIMITED PARTNERSHIP
(Name of limited partnership as it is in the home state)

2. PERTHSHIRE PARTNERSHIP, LTD.
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED" or "LTD.")

3. ILLINOIS 4. DECEMBER, 1999
(State of Formation) (Date of Formation)

5. C T Corporation System
(Name of Registered Agent for Service of Process)

6. c/o C T Corporation System, 1200 South Pine Island Road
(Street Address of Registered Office)

Plantation, Florida 33324
(City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process:
C T Corporation System

Jan M. Hall
(Agent must sign on this line)

8. _____

208 S. LASALLE STREET, CHICAGO, COOK COUNTY, ILLINOIS 06004
(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS STREET ADDRESS

PERTHSHIRE HOLDINGS, LLC 555 SKOKIE BLVD., SUITE 555, NORTHBROOK, IL 60062-2845

10. 555 SKOKIE BLVD., SUITE 555, NORTHBROOK, IL 60062-2845
(Office where Names, Addresses and Contributions of Limited Partners are kept.)

11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

CONTINUED

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12. 555 SKOKIE BLVD., SUITE 555, NORTHBROOK, IL 60062-2845

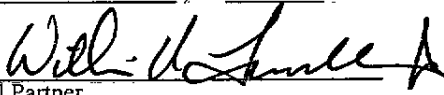
(Mailing Address of Limited Partnership)

Under penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

This 10th day of DECEMBER, 19 99

PERTSHIRE HOLDINGS, LLC

General Partner



STATE OF ILLINOIS

COUNTY OF COOK

On this 10th day of DECEMBER, 19 99

WILLIAM R. LEWELLEN, JR., PRESIDENT personally appeared before me,

who is personally known to me

whose identity I proved on the basis of _____

Linda L. Roemer
(Notary Public Signature)

LINDA L. ROEMER
(Notary's Printed Name)



Seal

My Commission Expires: 7-1-2000

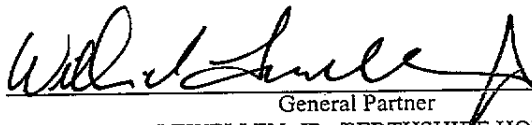
AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared WILLIAM R. LEWELLEN, JR.
a general partner of PERTSHIRE LIMITED PARTNERSHIP, a (an) ILLINOIS
limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 1.00.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 0.00.

Under the penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

This 13th day of DECEMBER, 19 99.


General Partner
WILLIAM R. LEWELLEN, JR. /PERTSHIRE HOLDINGS, LLC

STATE OF Illinois
COUNTY OF Cook

On this 13th day of December, 19 99,

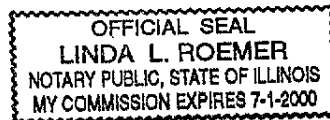
William R. Lewellen, Jr., personally appeared before me,

who is personally known to me

whose identity I proved on the basis of _____


(Notary Public Signature)

Linda L. Roemer
(Notary's Printed Name)



Seal

My Commission Expires: 7-1-2000