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236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

WALK IN

PICK UP 3/10/00 / 1:00

FILED IN STATE SECRETARY OF CORPORATIONS 10 MAR 10 PM 1:00

CERTIFIED COPY

CUS

X PHOTO COPY

X FILING For. qual

1.) Frontline Pace Inc. (CORPORATE NAME & DOCUMENT #)

500003165315-2 -03/10/00-01069-015 *****70.00 *****70.00

2.) (CORPORATE NAME & DOCUMENT #)

3.) (CORPORATE NAME & DOCUMENT #)

4.) (CORPORATE NAME & DOCUMENT #)

5.) (CORPORATE NAME & DOCUMENT #)

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BK 3/10/00

SPECIAL INSTRUCTIONS

TALLAHASSEE, FLORIDA DEPARTMENT OF STATE DIVISION OF CORPORATIONS

00 MAR 10 AM 11:03

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

Chairman: See Attached Exhibit A

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
00HAR 10 PM 1:00

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

President: See Attached Exhibit A

Address: _____

Vice President: _____

Address: _____

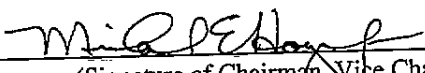
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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. Michael E. Hignite, Executive Vice President and Secretary
(Typed or printed name and capacity of person signing application)

EXHIBIT A

Officers

Marguerite W. Sallee
5115 Maryland Way
Brentwood, TN 37027

Chief Executive Officer

Edwin A. Musselwhite
610 Capitola Avenue
Capitola, CA 95010

President and Chief Operating Officer

Michael E. Hogrefe
5115 Maryland Way
Brentwood, TN 37027

Executive Vice President, Chief Financial Officer, and Secretary

Directors

Edgar D. Jannotta, Jr.
6100 Sears Tower
Chicago, IL 60606

Ethan A. Budin
6100 Sears Tower
Chicago, IL 60606

Marguerite W. Sallee
5115 Maryland Way
Brentwood, TN 37027

Edwin A. Musselwhite
610 Capitola Avenue
Capitola, CA 95010

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DIVISION OF CORPORATIONS
00 MAR 10 PM 1:00

State of Delaware
Office of the Secretary of State

PAGE

1

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 10 PM 1:00

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FRONTLINE PACE, INC." 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 SEVENTH DAY OF MARCH, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "FRONTLINE PACE, INC." WAS INCORPORATED ON THE SIXTEENTH DAY OF DECEMBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



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Handwritten signature of Edward J. Freel in cursive.

Edward J. Freel, Secretary of State

AUTHENTICATION:

0300554

DATE:

03-07-00