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Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
850-222-1092

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Corporation(s) Name

Unicorn Financial Services, Inc.

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DIVISION OF CORPORATIONS
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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> LLC | | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Ch. RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
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DIVISION OF CORPORATIONS
STATE OF FLORIDA

Thank You!

B/K 3/27/00

**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. Unicorn Financial Services, 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. Delaware

(State or country under the law of which it is incorporated)

3. 36-4179522

(FEI number, if applicable)

4. September 2, 1997

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qual.

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 150 S. Wacker Drive, Suite 2520

Chicago, Illinois 60606

(Current mailing address)

To engage in any lawful act or activity for which corporations

8. may be organized under the Florida Statutes.

(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: CT Corporation System

Office Address: 1200 S. Pine Island Road

Plantation

, Florida, 33324

(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.*

James Halpin

(Registered agent's signature)

JAMES HALPIN, ASST SECY

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)

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

Chairman: Steven F. Deli

Address: 150 S. Wacker Drive, Suite 2520

Chicago, Illinois 60606

Vice Chairman: _____

Address: _____

Director: Anne Tynion Deli

Address: 150 S. Wacker Drive, Suite 2520

Chicago, Illinois 60606

Director: Joel Liffmann

Address: 712 5th Avenue, Suite 4500

New York, New York 10019

SEE ATTACHMENT

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

President: /Sec. Anne Tynion Deli

Address: 150 S. Wacker Drive, Suite 2520

Chicago, Illinois 60606

Chief Exec. Officer
Vice President: Steven F. Deli

Address: 150 S. Wacker Drive, Suite 2520

Chicago, Illinois 60606

Chief Accounting Officer

Secretary: Roberta J. Klimkowski

Address: 150 S. Wacker Drive, Suite 2520

Chicago, Illinois 60606

Chief Financial Officer

Treasurer: Blair T. Nance

Address: 150 S. Wacker Drive, Suite 2520

Chicago, Illinois 60606

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. Blair T. Nance, Chief Financial Officer

(Typed or printed name and capacity of person signing application)

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**ATTACHMENT TO
APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA
FOR
UNICORN FINANCIAL SERVICES, INC.**

12A. Additional Directors:

Larry N. Feinberg
712 5th Avenue, Suite 4500
New York, New York 10019

Russell K. Mayerfeld
10 S. Wacker Drive, Suite 2050
Chicago, Illinois 60606

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State of Delaware

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "UNICORN FINANCIAL SERVICES, 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 TWENTY-FIRST DAY OF MARCH, A.D. 2000.

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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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Edward J. Freel, Secretary of State

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AUTHENTICATION:

0327244

DATE:

03-21-00