

Document Number

F00000003332

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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-06/12/00--01104--001
*****70.00 *****70.00

CORPORATION(S) NAME

300003285143--5
-06/20/00--01020--001
*****17.50 *****17.50

Captiva Corp.

CERT - 17.50

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|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Change of |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Photocopies | <input type="checkbox"/> Call If Problem |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> Will Wait |
| <input type="checkbox"/> Mail Out | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |

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DIVISION OF CORPORATIONS
TALLAHASSEE
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Verifier _____
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W.P. Verifier _____

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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. Captiva Corp.
 (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. Applied For
 (State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 5/30/00 5. perpetual
 (Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 222 South Riverside Plaza, Suite 1450, Chicago, Illinois 60606
 (Current mailing address)

8. general partner of a limited partnership
 (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: ~~XXXXXXXXXXXXXXXXXXXXXXXXXXXX~~ CT Corporation System
 Office Address: ~~XXXXXXXXXXXXXXXXXXXXXXXXXXXX~~ 1200 South Pine Road
~~XXXXXXXXXXXX~~ Plantation, Florida, ~~XXXXXX~~ 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.

~~XXXXXXXXXXXXXXXXXXXXXXXXXXXX~~
 By: J. M. [Signature]
 (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)

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

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

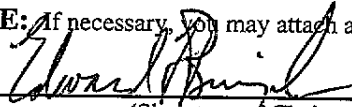
Secretary: _____

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. Edward F. Burjek, Assistant Vice President
(Typed or printed name and capacity of person signing application)

ATTACHMENT A

Director, President & Treasurer: Bradford Korzen
5750 Wilshire Blvd.
Suite 610
Los Angeles, CA 90036

Director, Vice President
& Secretary: Jeffrey S. Elowe
222 S. Riverside Plaza
Suite 1450
Chicago, IL 60606

Assistant Vice President: Edward Burjek
222 S. Riverside Plaza
Suite 1450
Chicago, IL 60606

Director & Assistant Secretary: Stephen L. Berger
2 N. LaSalle Street
Suite 2200
Chicago, IL 60602

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To all to whom these Presents Shall Come, Greeting

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

CAPTIVA CORP., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE MAY 30, 2000, 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 _____ 9TH day of JUNE _____ A.D. 2000

Jesse White

SECRETARY OF STATE