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FOREIGN PROFIT QUALIFICATION

Class 1, Inc.

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GOODYEAR LLP
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From: Hazel A. Gianatiempo
Total Pages: 6 (including cover page)

Comments: Attached is the Foreign Qualification Application for Class I, Inc., a Delaware corporation.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 2, 2001

HODGSON, RUSS, ANDREWS, ET AL

SUBJECT: CLASS 1, INC.
REF: W01000002582

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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FAX Aud. #: H01000013536
Letter Number: 801A00006594

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. **CLASS 1, 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. **36-4412028**

(FEI number, if applicable)

4. **January 3, 2001**

(Date of incorporation)

5. **Perpetual**

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

6. **Upon qualification**

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. **630 Dundee Road, Northbrook, IL 60062-2745**

(Principal office address)

630 Dundee Road, Northbrook, IL 60062-2745

(Current mailing address)

8. **Manufacturing**

(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: **HRAWG Corp.**

Office Address: **2000 Glades Road - Suite 400**

Boca Raton

(City)

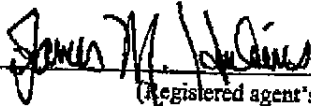
, Florida 33431-8599

(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.

HRAWG Corp.

By: 

(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.

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TALLAHASSEE, FLORIDA

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: **Frank J. Notaro**

Address: **630 Dundee Road**

Northbrook, IL 60062-2745

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: **Frank J. Notaro**

Address: **630 Dundee Road**

Northbrook, IL 60062-2745

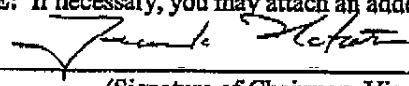
Secretary: **Frank J. Notaro**

Address: **630 Dundee Road, Northbrook, IL 60062-2745**

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. **Frank J. Notaro, Vice President**

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

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TALLAHASSEE, FLORIDA

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CLASS 1, 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 FIFTH DAY OF FEBRUARY, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3336074 8300

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DATE: 02-05-01