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ACCOUNT NO. : 072100000032

REFERENCE : 500955 4304127

AUTHORIZATION : *Patricia Pizute*

COST LIMIT : \$ 70.00

FILED
02 MAR 29 PM 2:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : March 28, 2002

ORDER TIME : 9:42 AM

ORDER NO. : 500955-005

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CUSTOMER NO: 4304127

CUSTOMER: Marilyn Mccawley, Legal Asst
Bishop, Rossi & Scarlati, Ltd.
Suite 200
Two Transam Plaza
Oakbrook Terrac, IL 60181

FOREIGN FILINGS

NAME: ESTERO LAKES DEVELOPMENT III,
INC.

XXXX QUALIFICATION (TYPE: CO)

BK

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER: _____

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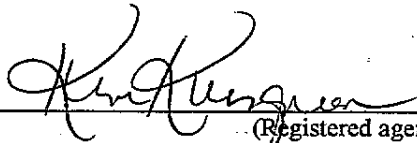
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

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. Estero Lakes Development III, 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 natural person or partnership if not so contained in the name at present.)
2. Delaware 3. 37-1423935
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. March 11, 2002 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. March 11, 2002
(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. P.O. Box 366879, Bonita Springs, FL 34136
(Principal office address)
- _____
(Current mailing address)
8. To engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware and permitted under Florida law.
(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: Corporation Service Company
- Office Address: 1201 Hays Street
- Tallahassee, Florida 32301
(City) (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.



(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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Frank S. Scarlati Jr.

Address: Two TransAm Plaza, Ste. 200
Oakbrook Terrace, IL 60181

Vice Chairman: _____

Address: _____

Director: Thomas J. Kelly

Address: 1600 E. Main Street, Ste. B
St. Charles, IL 60174

Director: _____

Address: _____

B. OFFICERS

President: Frank S. Scarlati Jr.

Address: Same as above

Vice President: _____

Address: _____

Secretary: Thomas J. Kelly

Address: Same as above

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Frank Scarlati Jr.
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Frank S. Scarlati Jr.
(Typed or printed name and capacity of person signing application)

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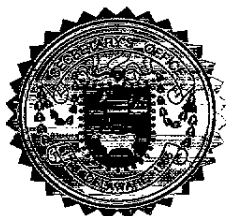
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ESTERO LAKES DEVELOPMENT III, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE ON OR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTEENTH DAY OF MARCH, A.D. 2002.

FILED
MAR 29 PM 2:41
SECRETARY OF STATE
DELAWARE, FLORIDA



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1662095

DATE: 03-13-02