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Division of Corporations

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 222-9428

FOREIGN PROFIT QUALIFICATION

CLASS Logistics, Inc.

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DIVISION OF CORPORATION

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9-29-03

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 Logistics, 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. Illinois 3. 35-2206080
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. May 20, 2003 5. Perpetual
(Date of incorporation) (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. 222 North LaSalle Street, Suite #1900, Chicago, Illinois 60601-1199
(Principal office address)

222 North LaSalle Street, Suite #1900, Chicago, Illinois 60601-1199
(Current mailing address)

Any and all lawful businesses for which corporations may be organized
8. under the Florida Business Corporation Act, in compliance with Section 607.1503 FSA
(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 South Pine Island Road

Plantation, Florida 33324
(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.


Jeffrey R. Graves
Assistant Secretary
(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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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Philip CowanAddress: 222 North LaSalle Street, Suite #1900, Chicago, Illinois 60601-1199

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

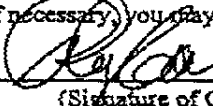
B. OFFICERS

President: Philip CowanAddress: 222 North LaSalle Street, Suite #1900, Chicago, Illinois 60601-1199Vice President/Accounting: Richard RollerAddress: 999 East Touhy Avenue, Suite #200, Des Plaines, Illinois 60018

Assistant Secretary: _____

Julius H. ShapiroAddress: 222 North LaSalle Street, Suite #1900, Chicago, Illinois 60601-1199Treasurer: Robert SobczewskiAddress: 999 East Touhy Avenue, Suite #200, Des Plaines, Illinois 60018

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. Philip Cowan, Chairman and President
(Typed or printed name and capacity of person signing application)RECEIVED
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Addendum to Question 12: Names and business addresses of officers and/or directors:

B. Additional Officers:

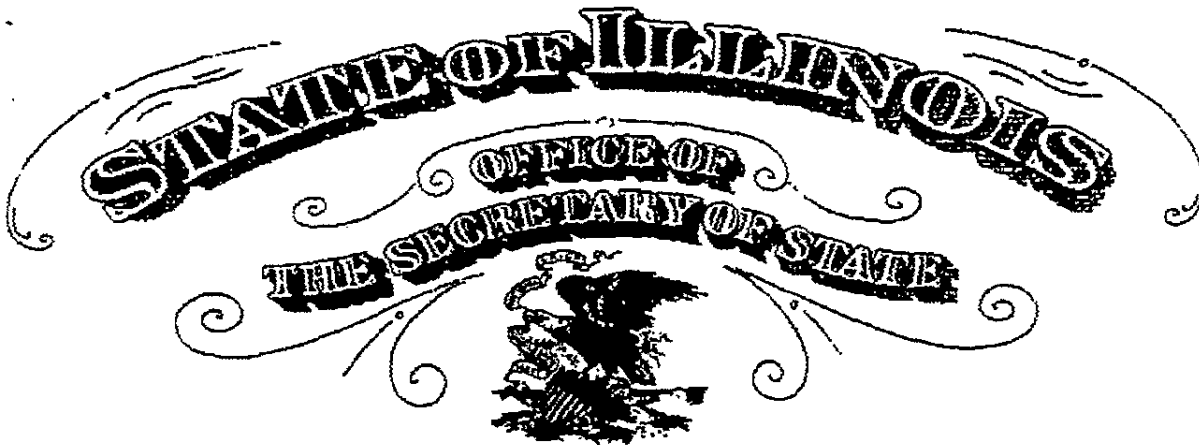
Chief Executive Officer: Sheldon J. Stillman
Address: 999 East Touhy Avenue, Suite #200, Des Plaines, Illinois 60018

Secretary: Philip Cowan
Address: 222 North LaSalle Street, Suite #1900, Chicago, Illinois 60601-1199

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

File Number

6289-579-9



To all to whom these Presents Shall Come, Greeting:

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

CLASS LOGISTICS, INC., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE MAY 20, 2003, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE 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 26TH day of SEPTEMBER A.D. 2003

Jesse White

SECRETARY OF STATE