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FLORIDA STATE  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

J. BRYAN SEP 29 2003

**CT CORPORATION**

September 29, 2003

Secretary of State, Florida  
409 East Gaines Street  
Tallahassee FL 32399

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BUREAU OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Re: Order #: 5926725 SO  
Customer Reference 1:  
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

NORTHBROOK SERVICES, INC. (DE)  
Qualification  
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Jeffrey J Netherton  
Sr. Fulfillment Specialist  
[Jeff\\_Netherton@cch-lis.com](mailto:Jeff_Netherton@cch-lis.com)

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

## 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. Northbrook 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. 36-4233821

(FEI number, if applicable)

4. 05/27/1998

(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. 2775 Sanders Road, Northbrook, IL 60062

(Principal office address)

same

(Current mailing address)

8. Support services

(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: c/o C T Corporation System

Office Address: 1200 South Pine Island Road

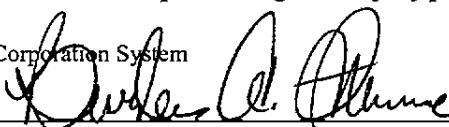
Plantation, Florida 33324  
(City) (Zip code)

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.*

C T Corporation System

By:

  
(Registered agent's signature)

**Beverlee Stuewe**  
Assistant Secretary

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: SEE ATTACHMENT

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS**

President: SEE ATTACHMENT

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. Kristine Leston  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Kristine E. Leston, Asst. Secretary

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

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TALLAHASSEE, FLORIDA

## Directors / Officers Report

As of 9/5/2003

### Northbrook Services, Inc.

#### James Philip Zils

Primary Address: 3075 Sanders Road  
Northbrook, IL 60062-7127

#### Treasurer

#### John P. Bader

Primary Address: 430 Mitchell Drive  
Grayslake, IL 60030

#### Assistant Vice President

#### Brenda C. Brinson

#### Assistant Vice President

Primary Address: 2775 Sanders Road, Suite E6  
Northbrook, IL 60062

#### Daniel Carl Necastro

#### Assistant Vice President

Primary Address: 2775 Sanders Road  
Northbrook, IL 60062

#### Kristine Ellen Leston

#### Assistant Secretary

Primary Address: 2775 Sanders Road  
Northbrook, Illinois 60062 (USA)

#### Barry Sajowitz Paul

#### Assistant Treasurer

Primary Address: 3075 Sanders Road  
Northbrook, Illinois 60062-7154

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DEPT. OF STATE, CORPORATIONS  
TALLAHASSEE, FLORIDA

## Directors / Officers Report

As of 9/5/2003

### Northbrook Services, Inc.

#### Directors

**Catherine Spearman Brune** Director

Primary Address: 3100 Sanders Road  
Northbrook, Illinois 60062-7154

**Albin William Olsson, Jr.** Director

Primary Address: 8711 Freeport Parkway  
Irving, TX 75063

**Michael A. Scardina** Director

Primary Address: 2775 Sanders Road  
Northbrook, IL 60062

**Kimberly A. Van Nostern** Director

Primary Address: 2775 Sanders Road  
Northbrook, IL 60062

#### Officers

**Catherine Spearman Brune** Chairman of the Board and President

Primary Address: 3100 Sanders Road  
Northbrook, Illinois 60062-7154

**Samuel Henry Pilch** Group Vice President and Controller

Primary Address: 3075 Sanders Road  
Northbrook, IL 60062-7127

**Karen Cassidy Gardner** Vice President

Primary Address: 3075 Sanders Road  
Northbrook, IL 60062-7127

**Albin William Olsson, Jr.** Vice President

Primary Address: 8711 Freeport Parkway  
Irving, TX 75063

**Michael A. Scardina** Vice President

Primary Address: 2775 Sanders Road  
Northbrook, IL 60062

**Susan LeSueur Lees** Secretary

Primary Address: 3100 Sanders Road  
Northbrook, Illinois 60062-7154

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# Delaware

PAGE 1

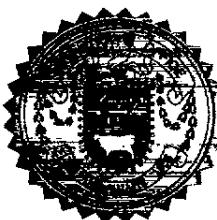
*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NORTHBROOK 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-FIFTH DAY OF SEPTEMBER, A.D. 2003.

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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DEPT. OF CORPORATIONS  
TALLAHASSEE, FLORIDA



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*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2653929

DATE: 09-25-03