

10/01/2003

Division of Corporations

NO 171

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From:

Account Name : CORPORATE & CRIMINAL RESEARCH SERVICES
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

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FOREIGN PROFIT QUALIFICATION

Key Holdings, Ltd.

Certificate of Status	1
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FLORIDA DEPARTMENT OF STATE

Glanda E. Hood
Secretary of State

October 1, 2003

CORPORATE & CRIMINAL RESEARCH

SUBJECT: KEY HOLDINGS, LTD.
REF: WD3000028163

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.

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DIVISION OF CORPORATIONS

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

The name of your corporation is not available in Florida. An out-of-state corporation whose name is not available must adopt an alternate corporate name for use in Florida. The alternate corporate name must contain "Incorporated," "Company," "Corporation," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp." Please enter the alternate corporate name in the space provided in number one of the application.

The use of LIMITED or LTD. is not acceptable as a corporate suffix. The name must include a word such as INCORPORATED, INC., CORPORATION, CORP., COMPANY, or CO.

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

If you have any questions concerning the filing of your document, please call (850) 245-6025.

Trevor Brumley
Document Specialist

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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. Key Holdings, Ltd., Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Ltd.," "Co." or "Corp.")
Key Holdings of Illinois, Inc.
(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
2. Illinois 3. 72-1571171
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 9/23/03 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Date of filing
(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. 1603 West Sixteenth Street, Oak Brook, Illinois 60523
(Principal office address)
1603 West Sixteenth Street, Oak Brook, Illinois 60523
(Current mailing address)
8. To own, develop, operate and sell real estate.
(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: NRAI Services, Inc.
Office Address: 526 E. Park Avenue
Tallahassee, FL, 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.

Tia Baugher, Asst. Sec.
(Registered agent's signature) Tia Baugher, Asst. Sec.

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:

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AND
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A. DIRECTORSChairman: Gerald J. KostelnyAddress: 1603 West Sixteenth StreetOak Brook, Illinois 60523

Vice Chairman: _____

Address: _____

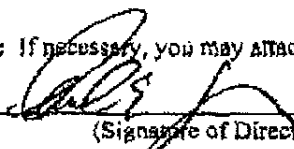
Director: Gerald J. Kostelny, sole directorAddress: 1603 West Sixteenth StreetOak Brook, Illinois 60523

Director: _____

Address: _____

B. OFFICERSPresident: Gerald J. KostelnyAddress: 1603 West Sixteenth StreetOak Brook, Illinois 60523Vice President: Gerald J. KostelnyAddress: 1603 West Sixteenth StreetOak Brook, Illinois 60523Secretary: Gerald J. KostelnyAddress: 1603 West Sixteenth Street, Oak Brook, Illinois 60523Treasurer: David E. CunninghamAddress: 1603 West Sixteenth Street, Oak Brook, Illinois 60523

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

13. 

(Signature of Director or Officer listed in number 12 of the application)

14. David E. Cunningham, Treasurer

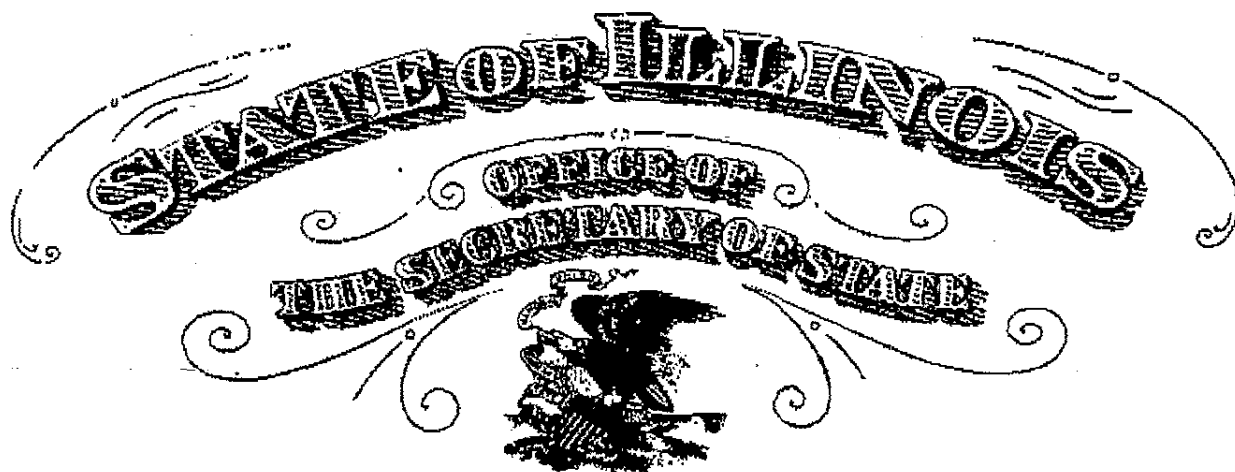
(Typed or printed name and capacity of person signing application)

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File Number

6311-749-8



To all to whom these Presents Shall Come, Greeting:

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

KEY HOLDINGS, LTD., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE SEPTEMBER 23, 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