

MAR-16-2005 12:05
Division of Corporations

CT CORPORATION

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Florida Department of State
Division of Corporations
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Account Name : C T CORPORATION SYSTEM
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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FOREIGN PROFIT QUALIFICATION

ERI Holdings, Inc.

Certificate of Status	0
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Page Count	04
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DIVISION OF CORPORATIONS

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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. ERI HOLDINGS, INC.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. 20-2313066
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. January 4, 2005 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. _____
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 222 West Adams Street, Suite 1000, Chicago, IL 60606
(Principal office address)

Same
(Current mailing address)

8. Investment holdings
(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 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.

 **Beverlee Stuewe**
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.

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

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A. DIRECTORSChairman: Louis ManettiAddress: 222 West Adams, Chicago, IL 60606

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERSPresident: Louis ManettiAddress: 222 West Adams, Chicago, IL 60606Vice President: Beth SatterfieldAddress: 222 West Adams, Chicago, IL 60606Secretary: Vice President Jason DuzanAddress: 222 West Adams, Chicago, IL 60606Treasurer: Louis ManettiAddress: 222 West Adams, Chicago, IL 60606

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. _____

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

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Delaware

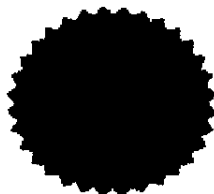
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ERI HOLDINGS, 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 FOURTEENTH DAY OF MARCH, A.D. 2005.

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

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TALLAHASSEE FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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DATE: 03-14-05