

MAR-21-2005 10:43
Division of Corporations

CT CORPORATION

F05000001769

Florida Department of State
Division of Corporations
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2005 MAR 21 A 10:31

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ERI Parent, Inc.

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

2005 MAR 21 A 10:31

**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.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. ERI Parent, Inc.

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

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

2. Delaware

(State or country under the law of which it is incorporated)

3. 20-2422607

(FE) number, if applicable

4. February 10, 2005

(Date of incorporation)

5. Perpetual

(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, Illinois 60606

(Principal office address)

Same

(Current mailing address)

8. Investment Holding

(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 SystemOffice Address: 1200 South Pine Island RoadPlantation

(City)

Florida 33324

(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.

By

[Signature]
CT Corporation System
(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:

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A. DIRECTORS

Chairman: Louis Manetti manettiAddress: 222 West Adams, Chicago, IL 60606SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Louis ManettiAddress: 222 West Adams, Chicago, IL 60606Vice President: Boh Satterfield 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. _____

Jason Duzan, Vice President

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

Delaware

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The First State

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

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 3754152

DATE: 03-18-05

TOTAL P.04

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