

F05000004317

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

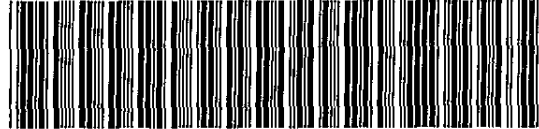
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 505205 4307052
AUTHORIZATION : *Patricia Tzito*
COST LIMIT : \$ 70.00

FILED
05 JUL 27 PM 12:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : July 26, 2005

ORDER TIME : 9:29 AM

ORDER NO. : 505205-020

CUSTOMER NO: 4307052

CUSTOMER: Ms. Vera Penev
Ungaretti & Harris LLP
Suite 3500, Three First
National Plz 70 West Madison
Chicago, IL 60602-4283

FOREIGN FILINGS

NAME: ACG SOUTH FLORIDA, INC.

XXXX QUALIFICATION (TYPE: NP)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea -- EXT# 2914

EXAMINER: _____

APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO
CONDUCT ITS AFFAIRS IN FLORIDA

IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN
THE STATE OF FLORIDA:

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SECRETARY OF STATE

1. ACG South Florida, Inc.
(Name of corporation: must include the word "INCORPORATED" or "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. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)
2. Illinois 3. 20-3185949
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 2/18/05 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. _____
(Date first conducted affairs in Florida if prior to registration. See sections 617.1501 & 617.1502, F.S. to determine penalty liability.)
7. 1926 Waukegan Road, Suite One
(Principal office address)
Glenview, IL 60025
(Current mailing address)
8. To promote corporate growth and development.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)
Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, 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.

Corporation Service Company
By: Dawn Frantz, Asst. Sec.
(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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: SEE ATTACHED

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: SEE ATTACHED

Address: _____

Vice President: _____

Address: _____

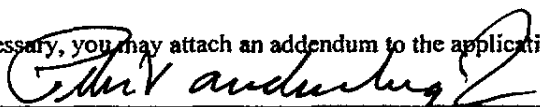
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13.  7/5/05
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. PETER VANDENBERG, President
(Typed or printed name and capacity of person signing application)

ATTACHMENT
APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION
FOR AUTHORIZATION TO CONDUCT
ITS AFFAIRS IN FLORIDA
ACG SOUTH FLORIDA, INC.

12.

A. DIRECTORS

James S. Cassel

Capitalink, L.C.
Columbus Center
One Alhambra Plaza, # 1410
Coral Gables, FL 33134

Peter Vandenberg

Trivest Partners L.P.
2665 S. Bayshore Dr., 8th Fl.
Miami, FL 33133

Robert C. Brighton, Jr.

Ruden, McClosky et al
200 E. Broward Blvd.
Ft. Lauderdale, FL 33301

Dr. Elcha Buckman

Your Technology Solutions, Inc.
640 Clematis St.
P.O. Box 4508
West Palm Beach, FL 33402-4508

Michael J. Donnelly

Beacon Management Group, Inc.
1000 West McNab Rd.
Pompano Beach, FL 33069

Stephen J. Hauser

3469 Pine Haven Circle
Boca Raton, FL 33431

Thomas Hicks

Renaissance Partners, L.C.
3500 Gateway Dr., # 101
Pompano Beach, FL 33069

Scott Kranz

Strategica Group Inc.
701 Brickell Ave., # 2500
Miami, FL 33131

Sean T. Lyons

Marsh USA Inc.
1560 Sawgrass Corporate Pkwy., # 300
Sunrise, FL 33323

Kenneth Meuser

Grant Thornton LLP
2700 S. Commerce Pkwy., # 300
Weston, FL 33331-3621

William Phillippi

Broad and Cassel
One Financial Plaza, # 2700
Fort Lauderdale, FL 33394

Dan Weinbach

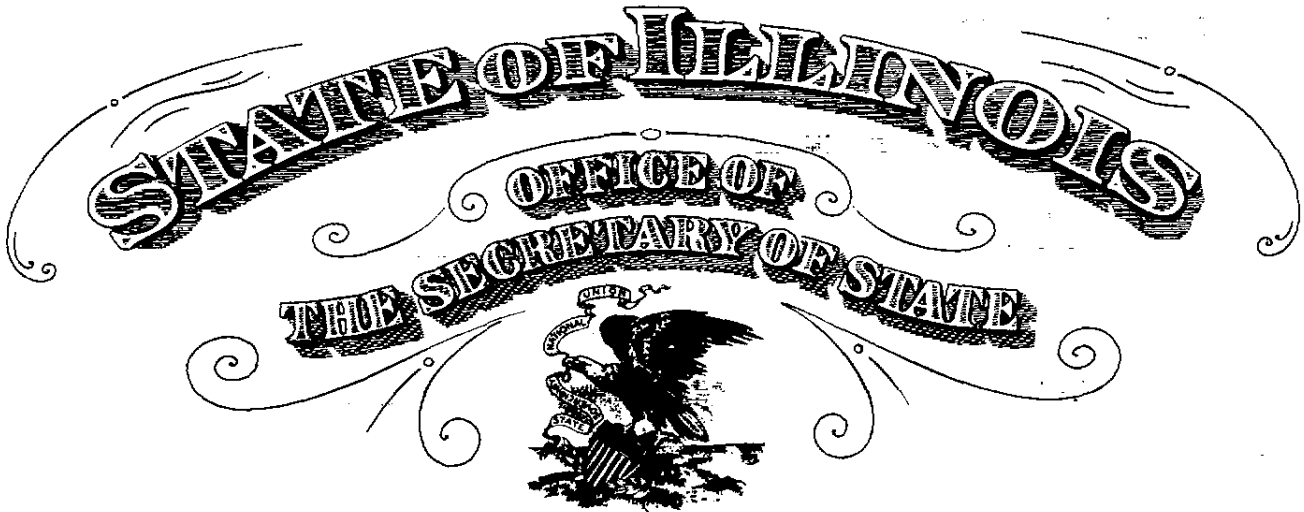
The Weinbach Group, Inc.
5900 S.W. 73rd St., # 101
Miami, FL 33143

B. OFFICERS

Name	Title	Addresss
Peter "Chip" Vandenberg	President	Trivest Partners L.P. 2665 S. Bayshore Dr., 8th Fl. Miami, FL 33133
William Phillippi	Secretary	Broad and Cassel One Financial Plaza, # 2700 Fort Lauderdale, FL 33394
Peter "Chip" Vandenberg	Treasurer	Trivest Partners L.P. 2665 S. Bayshore Dr., 8th Fl. Miami, FL 33133

File Number

6405-111-3



To all to whom these Presents Shall Come, Greeting:

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

ACG SOUTH FLORIDA, INC., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE FEBRUARY 18, 2005, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE GENERAL NOT FOR PROFIT CORPORATION ACT OF THIS STATE, AND AS OF THIS DATE, IS A DOMESTIC CORPORATION IN GOOD STANDING 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 JULY *A.D.* 2005

Jesse White

SECRETARY OF STATE