

F05000005524

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H05000229293 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0383

M. HODGES

From:

Account Name : BARNETT, BOLT, KIRKWOOD & LONG
Account Number : 072731001155
Phone : (813) 253-2020
Fax Number : (813) 251-6711

F05-5524**FOREIGN PROFIT QUALIFICATION**

CGI Holding Corporation

Certificate of Status	1
Certified Copy	0
Page Count	03
Estimated Charge	\$78.75

RECEIVED
05 SEP 27 PM 2:20
DIVISION OF CORPORATIONS
TALLAHASSEE FLORIDA

05 SEP 27 PM 12:29

FILED

Electronic Filing Menu

Corporate Filing

Public Access Help

H05000229293 3

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. CGI Holding Corporation

(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. Nevada

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

3. 87-0450450

(FEI number, if applicable)

4. 10/29/87

(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. 5 Revere Drive, Ste. 510, Northbrook, IL 60062

(Principal office address)

same

(Current mailing address)

8. All types of business with lawful purpose

(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: Craig E. Behrenfeld

Office Address: 601 Bayshore Blvd., Ste. 700

Tampa

(City)

, Florida 33606

(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.

Craig E. Behrenfeld

(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:

#289341

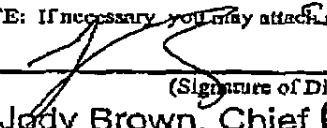
H05000229293 3

FILED
05 SEP 27 PM 12:29
TALLAHASSEE FLORIDA

H05000229293 3

A. DIRECTORSChairman: T. Benjamin JenningsAddress: 5 Revere Drive, Ste. 510
Northbrook, IL 60062Vice Chairman: S. Patrick MartinAddress: 5 Revere Drive, Ste. 510
Northbrook, IL 60062Director: Patrick WalshAddress: 5 Revere Drive, Ste. 510
Northbrook, IL 60062Director: Xavier HermosilloAddress: 5 Revere Drive, Ste. 510
Northbrook, IL 60062**B. OFFICERS**President: Gerard M. JacobsAddress: 5 Revere Drive, Ste. 510
Northbrook, IL 60062Chief Financial Officer Jody BrownAddress: 5 Revere Drive, Ste. 510
Northbrook, IL 60062Secretary: Gerard M. JacobsAddress: 5 Revere Drive, Ste. 510, Northbrook, IL 60062Treasurer: Gerard M. JacobsAddress: 5 Revere Drive, Ste. 510, Northbrook, IL 60062

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. Jody Brown, Chief Financial Officer

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

H05000229293 3

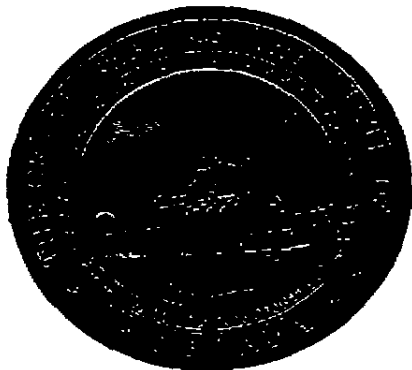
SECRETARY OF STATE

CERTIFICATE OF EXISTENCE
WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, non-profit corporations, corporation soles, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **CGI HOLDING CORPORATION**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since October 29, 1987, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on September 22, 2005.



A handwritten signature in cursive script that reads "Dean Heller".

DEAN HELLER
Secretary of State

By

A handwritten signature in cursive script that reads "Clat".

Certification Clerk

H05000229293 3