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FISHMAN & MERRICK, P.C.

10 NORTH LA SALLE STREET
SUITE 3500
CHICAGO ILLINOIS 60602

(312) 726 1224

FACSIMILE (312) 726-2649
TELEX 728388 HQ LOOP CGO

GARY J STERN

January 31, 1995

THE PRADIER BUILDING
401 N. LA SALLE STREET
SUITE 1502
CHICAGO ILLINOIS 60602
(312) 786 6100

FACSIMILE (312) 786 6111

Florida Department of State
Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

300001406913
-02/15/95--01052--002
*****70.00 *****70.00

Re: K.N.F. Limited

Dear Sir or Madam:

Please find enclosed the following documents to register K.N.F. Limited to transact business in the State of Florida:

1. Application By Foreign Corporation For Authorization To Transact Business in Florida.
2. Certificate of Good Standing for K.N.F. Limited from the State of Illinois ("Certificate of Existence").
3. Check in the amount of \$70 to cover the necessary Filing Fee and Registered Agent Designation Fee.
4. Transmittal Letter.

Please also find enclosed an extra copy of the Application By Foreign Corporation For Authorization To Transact Business in Florida. Please stamp said copy "Filed" and return it to me in the enclosed self-addressed, stamped envelope.

If you have any questions concerning this matter, please do not hesitate to call me.

Yours truly,

FISHMAN & MERRICK, P.C.

Gary J. Stern
Gary J. Stern

GJS/lah
Enclosures

3/2/95
RECEIVED
DIVISION OF
CORPORATIONS
FLORIDA
15 PM 1:51

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

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. K.N.F. Limited, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "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.)
2. Illinois
(State or country under the law of which it is incorporated)
3. 36-3927847
(FEI number, if applicable)
4. December 17, 1993
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. January 1, 1995
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 211 Overlook Road
Winter Park, FL 32789
(Current mailing address)
8. The transaction of any or all lawful purposes for which corporations may be incorporated
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida) under the Illinois Business Corporation Act of 1983.
9. Name and street address of Florida registered agent:
Name: William A. Faunce
Office Address: 211 Overlook Road
Winter Park, , Florida , 32789
(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.


(Registered agent's signature)
William A. Faunce

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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JAN 15 PM 1:54

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: William A. Faunce

Address: 211 Overlook Road

Winter Park, FL 32789

Director: _____

Address: _____

B. OFFICERS

President: William A. Faunce

Address: 211 Overlook Road

Winter Park, FL 32789

Vice President: _____

Address: _____

Secretary: William A. Faunce

Address: 211 Overlook Road

Winter Park, FL 32789

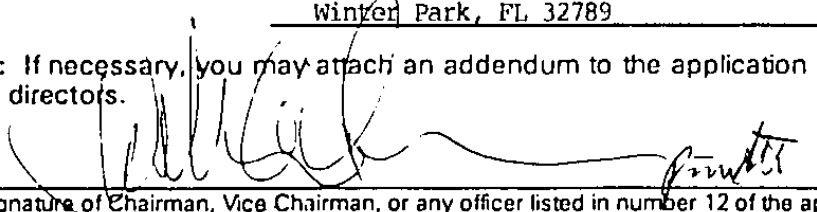
Treasurer: William A. Faunce

Address: 211 Overlook Road

Winter Park, FL 32789

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

13.


(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

William A. Faunce

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

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DIVISION OF CORRECTIONS
55 FEB 15 PM 1:54

File Number 5759-059-9



To all to whom these Presents Shall Come, Greeting:

I, George H. Ryan, Secretary of State of the State of Illinois,

do hereby certify that

K.N.F. LIMITED, A DOMESTIC CORPORATION,
INCORPORATED UNDER THE LAWS OF THIS STATE DECEMBER 17, 1993,
APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS
CORPORATION ACT OF THIS STATE RELATING TO THE FILING OF ANNUAL
REPORTS AND PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN
GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS***

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 FEB 15 PM 1:57

In Testimony Whereof, I hereto

my hand and cause to be affixed the Great Seal of

the State of Illinois this

31ST

day of

JANUARY

A.D. 19 95



George H. Ryan
SECRETARY OF STATE