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KATHLEEN M. SCHOLL & ASSOCIATES

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WRITER'S DIRECT DIAL NUMBER

March 29, 1995

(312) 902-5411

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

Re: American Buying Insurance Services, Inc.

800001446538
-04/04/95--01044--005
*****70.00 *****70.00
0195-7275

To Whom It May Concern:

Please find enclosed a completed Application By Foreign Corporation For Authorization To Transact Business in Florida and a certified copy of Articles of Incorporation by the Illinois Secretary of State for the referenced corporation. Also enclosed is a check (no. 130809) in the amount of \$70.00 in payment for the filing fee and Registered Agent Designation fee.

If you have any questions regarding this application, please call me. Thank you.

Very truly yours,



Heather E. Scholl
Legal Assistant

Enclosures

cc: Richard M. Seligman
Steven N. Gofman

02/146224

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 14 AM 10:11
mtm

TRANSMITTAL LETTER

~~CONFIDENTIAL~~

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 14 AM 10:11

SUBJECT: American Buying Insurance Services, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Richard M. Seligman

(Name of Person)

Katten Muchin & Zavis

(Firm/Company)

525 W. Monroe, Suite 1600

(Address)

Chicago, IL 60661-3693

(City, State and Zip Code)

Should you need to call someone concerning this matter, please call:

Richard M. Seligman

(Name of Person)

at (312) 902 5616

Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 4, 1995

RICHARD M. SELIGMAN
525 W. MONROE, STE 1600
CHICAGO, IL 60661-3693

SUBJECT: AMERICAN BUYING INSURANCE SERVICES, INC.
Ref. Number: W95000007275

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 14 AM 10:11

We have received your document for AMERICAN BUYING INSURANCE SERVICES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A photocopy of a certified copy is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6097.

Michael Mays
Corporate Specialist

Letter Number: 095A00015276

**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. American Buying Insurance Services, 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 3. 36-3894923
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 5/28/92 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. March 15, 1995
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.)
7. 980 N. Michigan Ave., Suite 1400
Chicago, Illinois 60611-4597
(Current mailing address)

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95 APR 14 AM 10:11

8. See Attachment A
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

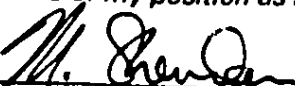
9. Name and street address of Florida registered agent:

Name: Marc Sheridan

Office Address: 601 Brickell Ave., Ste. 944
Miami, Florida, 33131
(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)

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: Robert Sheridan

Address: 980 N. Michigan Ave., Suite 1400
Chicago, IL 60611-4597

Vice Chairman: _____

Address: _____

Director: Marc H. Sheridan

Address: 601 Brickell Ave., Ste 944
Miami, FL 33131

Director: Beth Sheridan Kurensky

Address: 980 N. Michigan Ave., Suite 1400
Chicago, IL 60611-4597

B. OFFICERS

President: Marc H. Sheridan

Address: 601 Brickell Ave., Ste. 944
Miami, FL 33131

Senior Vice President: Beth Sheridan Kurensky

Address: 980 N. Michigan Ave., Suite 1400
Chicago, IL 60611-4597

Secretary: Beth Sheridan Kurensky

Address: 980 N. Michigan Ave., Suite 1400
Chicago, IL 60611-4597

Treasurer: Beth Sheridan Kurensky

Address: 980 N. Michigan Ave., Suite 1400
Chicago, IL 60611-4597

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. Robert Sheridan, Chairman

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 14 AM 10:11

Attachment A

**PURPOSE CLAUSE
OF
AMERICAN BUYING INSURANCE SERVICES, INC.**

To engage in any lawful act or activity for which corporations may be organized under the Illinois Business Corporation Act of 1983, as amended.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 14 AM 10:11

File Number 5685-140-2



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 **AMERICAN BUYING INSURANCE SERVICES, INC., A
DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE MAY
28, 1992, 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.....**



In Testimony Whereof, I hereto set
my hand and cause to be affixed the Great Seal of
the State of Illinois this 7TH
day of APRIL A.D., 19 95

George H. Ryan
SECRETARY OF STATE