

F9500005201



ACCOUNT NO. : 072100000032  
REFERENCE : 715486 86901M  
AUTHORIZATION :  
COST LIMIT : \* PREPAID

ORDER DATE : October 24, 1995

ORDER TIME : 9:57 AM

ORDER NO. : 715486

CUSTOMER NO: 86901M

CUSTOMER: Ms. Kim Kurzeniec  
Prentice Hall Legal &  
33north LaSalle Street  
Suite 1925  
Chicago, IL 60602

800001618448  
-10/24/95--01044--008  
\*\*\*\*\*8.75 \*\*\*\*\*8.75

800001618448  
-10/24/95--01044--007  
\*\*\*\*122.50 \*\*\*\*122.50

FOREIGN FILINGS

NAME: ENTERPRISE SYSTEMS, INC.

XX        PROFIT  
       NON-PROFIT

XX        CORPORATE  
       LIMITED PARTNERSHIP

XX        QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX        CERTIFIED COPY  
       PLAIN STAMPED COPY  
XX        CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carol M. Hennel

W95-21196  
95 OCT 24 AM 11:31  
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

RECEIVED

OCT 24 PM 12:16

Same/Similar  
to F95-2622



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

October 24, 1995

CSC NETWORKS

*please use*

SUBJECT: ENTERPRISE SYSTEMS, INC.  
Ref. Number: W95000021196

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DIVISION OF CORPORATIONS  
95 OCT 24 AM 11:31

We have received your document for ENTERPRISE SYSTEMS, INC. and your check(s) totaling \$131.25. However, the document has not been filed and is being retained in this office for the following:

It appears that this corporation is already on file with our office. Please see the attached printout.

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) 487-6095.

Jennifer Sindt  
Document Examiner

Letter Number: 895A00047794

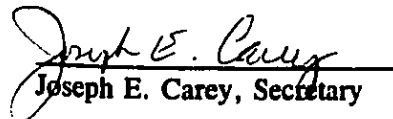
10-25-95  
per CONF  
please FILE  
AFFIDAVIT  
DIVISION OF CORPORATIONS  
95 OCT 25 AM 11:28  
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HON. SECRETARY OF STATE

Joseph E. Carey, Secretary of Enterprise Systems, Inc., a corporation duly organized under the laws of the State of Illinois (the "Corporation"), does hereby certify that the following is a true and correct copy of resolutions of the Board of Directors of the Corporation, adopted by unanimous written consent on October 20, 1995.

**WHEREAS**, the Corporation desires to transact business in the State of Florida, and the Board of Directors of the Corporation (the "Board") has been advised that the name of the Corporation is not available for corporate use in the State of Florida.

**RESOLVED**, that the Board hereby authorizes and approves of the adoption by the Corporation of the fictitious name "Illinois ESI, Inc." for use in transacting business in the State of Florida pursuant to Section 607.311, Florida General Corporation Act (the "GCA"), and

**FURTHER RESOLVED**, that the officers of the Corporation be and hereby are authorized and directed to cause any and all required documents to be prepared, executed and filed so that the Corporation may obtain a Certificate of Authority pursuant to the GCA, and to cause the Corporation to use the said fictitious name in the transaction of business in the State of Florida.

  
Joseph E. Carey, Secretary

95 OCT 24 AM 11:31

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FIDELITY & SECURITY

**AFFIDAVIT**

The undersigned, being the duly elected, qualified and acting President and Secretary of Enterprise Systems, Inc., an Illinois corporation, incorporated on October 13, 1995 (the "Corporation"), does hereby certify on behalf of the Corporation, that the Corporation is proposing to transact business in the State of Florida under the assumed name of "Illinois ESI, Inc.", and that the Corporation is a separate and different entity from Enterprise Systems, Inc., an Illinois corporation, incorporated on July 23, 1981, and qualified in the State of Florida on \_\_/\_\_/\_\_ under the assumed name of ESI Industries, Inc.

  
Joseph E. Carey, President and Secretary

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DIVISION OF CORPORATIONS  
95 OCT 24 AM 11:31

**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. Enterprise Systems, Inc. d/b/a Illinois ESI, 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. \_\_\_\_\_  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. October 13, 1995 5. Perpetual  
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. upon qualification  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. 1400 South Wolf Road  
Wheeling, Illinois 60090  
(Current mailing address)

8. To transact any or all lawful activities and businesses which are authorized or permitted under the Illinois Business Corporation Act of 1983, as amended  
(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: The Prentice-Hall Corporation System, Inc.  
Office Address: 1201 Hays Street  
Tallahassee, Florida, 32301  
(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: Kim Kurzeniec  
(Registered agent's signature)

Kim Kurzeniec, Asst. Sec.

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.

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OCT 24 AM 11:30

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

A. DIRECTORS SEE ATTACHED SCHEDULE

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

B. OFFICERS SEE ATTACHED SCHEDULE

President: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

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

13. Joseph E. Carey  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. Joseph E. Carey, President  
(Typed or printed name and capacity of person signing application)

## SCHEDULE

### APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACTION BUSINESS IN FLORIDA ENTERPRISE SYSTEMS, INC.

Names and residential addresses of officers and directors:

|   | <u>Name</u>         | <u>No. &amp; Street</u>    | <u>City</u> | <u>State</u> | <u>Zip</u> |
|---|---------------------|----------------------------|-------------|--------------|------------|
| President                                     | Joseph E. Carey     | 2636 Oak Avenue            | Northbrook  | Illinois     | 60062      |
| Secretary                                     | Joseph E. Carey     | 2636 Oak Avenue            | Northbrook  | Illinois     | 60062      |
| Chief Executive Officer & Director            | Glen E. Tullman     | 1226 Colgate               | Wilmette    | Illinois     | 60091      |
| Director                                      | Robert A. Compton   | 1473 Prestwick Lane        | Carmel      | Indiana      | 46032      |
| Director                                      | Bernard Goldstein   | Two Manursing Way          | Rye         | New York     | 10580      |
| Director                                      | Thomas R. Hutchison | 3660 Grand Avenue ste. 930 | Des Moines  | Iowa         | 50312      |
| Director                                      | Thomas R. Pirelli   | 909 Oakhurst Lane          | Riverwoods  | Illinois     | 60015      |
| Director                                      | M. Fazle Husain     | 220 East 65th Street #3L   | New York    | New York     | 10021      |
| Chief Financial Officer & Assistant Secretary | David B. Mullen     | 470 Buena Drive            | Lake Forest | Illinois     | 60045      |
| Chief Operating Officer                       | Steven M. Katz      | 2940 Crabtree Lane         | Northbrook  | Illinois     | 60062      |
| Executive Vice President                      | David A. Carlson    | 1051 Rolling Path          | Glenview    | Illinois     | 60025      |
| Executive Vice President                      | Stanley A. Crane    | 333 Simpson                | Lake Bluff  | Illinois     | 60044      |
| Assistant Secretary                           | James H. Ray        | 1400 Wolf Road             | Wheeling    | Illinois     | 60090      |

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 95 OCT 24 AM 11:31

File Number 5854-828-1



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DIVISION OF CORPORATIONS  
95 OCT 24 AM 11:30

**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*

ENTERPRISE SYSTEMS, INC., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE OCTOBER 13, 1995, 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 20TH  
day of OCTOBER A.D. 19 95

*George H. Ryan*  
SECRETARY OF STATE