

LOWNDES
DROSDICK

FOSTER
KANTOR
NEED, P.A.

Attorneys at Law

Ernest R. Drosdick
(1946-1947)

James Ralston

William A. Beckett

William R. Bird, Jr.

Matthew G. Bernier

Dale A. Bueket

Charles C. Carrington

Michael Clifford

Terry Condo

James M. Coulter

James E. Dowd

Thomas T. Dowd, Jr.

John J. F.

Michael P.

Thomas J. Brown

John L. Terry

Lawson Terry, Jr.

Harry L. Goff

Arson J. Givens

Leslie C. Harbin

James F. Heekin, Jr.

Robert F. Higgins

Lawson A. Johnson

Gary M. Kalena

Harold J. Kander

Harold J. Kander

Harold J. Kander

Harold J. Kander

Harold J. Kander

Harold J. Kander

John T. Lamm

Thomas J. Manon

Donald J. McIntosh

H. Gregory McNeill

David F. Peterson

T. Todd Patengr

Nicholas A. Pope

Shawn G. Rader

Motey Raikin

John A. Rard, Jr.

Michael R.

Michael R.

Michael R.

Michael R.

Michael R.

Michael R.

Julian L. Whitburn

Jon C. Taylor

Terry C. Young

Kathie W. Bookholder

Casey M. Cavanaugh

Clinton R. Dallen, Jr.

George J. Drank

Tony M. Fineman

Darrell H. Glatvey

James L.

James L.

James L.

James L.

James L.

James L.

James L.

John G. Martin

Samuel M. Nelson

Patrick R. Rinko

Mark D. Schreier

T. Austin Simmons

Wendy L. Spuler

Christopher P. Tostone

James S. Tuncano

John T. Wettsch, Jr.

Karen A. Williams

Dan A. Willis

Dan A. Willis

Dan A. Willis

Dan A. Willis

Dan A. Willis

Dan A. Willis

January 4, 1996

400001682454
-01/09/96--01060--009
*****78.75 *****78.75

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Qualification of McKinley Commercial, Inc., a
Michigan corporation, in the State of Florida

Dear Madam or Sir:

Enclosed herewith for filing with the Secretary of State is an Application by Foreign Corporation for Authorization to Transact Business in Florida for the above-referenced corporation. Also enclosed is a check from our client in the amount of \$78.75, representing \$35.00 filing fee, \$35.00 designation of registered agent fee and \$8.75 for a certificate of status.

Please file the application immediately upon receipt and send a letter of acknowledgement along with the certificate of status to the undersigned at the below address as soon as possible.

Let me know if you have any questions concerning the above.

Very truly yours,

Pattie M. Callahan

Pattie M. Callahan
Legal Assistant to
Gary M. Kaleita

819

c: Mr. Ronald Weiser (w/encls.)

245254\CALLAHM

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN -8 AM 9:50

**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. MCKINLEY COMMERCIAL, 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. MICHIGAN 3. #38-2990509
(State or country under the law of which it is incorporated) (FBI number, if applicable)

4. 05/10/91 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or
"perpetual")

N/A: Will commence transacting business following
authorization from Sec. of State.

6. N/A: Will commence transacting business following
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, AND 617.153, F.S.)

7. 320 North Main Street

Ann Arbor, MI 48104

(Current mailing address)

Any activity within the purposes for which Corporations may be

8. formed under the Business Corporation Act. of Michigan.
(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 or Mail Drop Box **NOT**
acceptable)

Gary m. Kaleita

Name: Lowndes Drosdick Doster Kantor & Reed, P.A.

Office Address: 215 North Eola Drive , P.O. Box 2809

Orlando , Florida , 32802-2809
(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.*

Gary M. Kaleita
(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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN -8 AM 9:50

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Ronald Weiser

Address: 320 N. Main Street, Ann Arbor, MI 48107

Vice Chairman: _____

Address: _____

Director: James P. Gartin

Address: 320 N. Main Street
Ann Arbor, MI 48107

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: See Schedule I

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. 

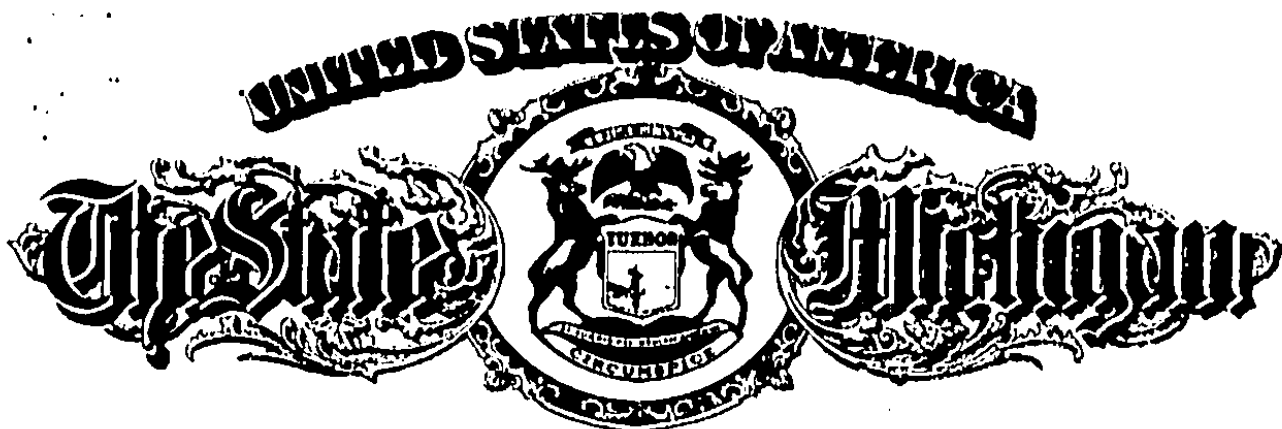
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. James P. Gartin, President

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

OFFICERS

Ronald Weiser	-	Chief Executive Officer 320 N. Main Street Ann Arbor, MI 48107
James P. Gartin	-	President 320 N. Main Street Ann Arbor, MI 48107
Peter H. Pfeiffer	-	Vice President 320 N. Main Street Ann Arbor, MI 48107
Gregory J. Walega	-	Assistant Vice President 320 N. Main Street Ann Arbor, MI 48107
Charles E. Leahy	-	Secretary 320 N. Main Street Ann Arbor, MI 48107
D. Keith Hayward	-	Treasurer 320 N. Main Street Ann Arbor, MI 48107
William C. Tyler	-	Assistant Secretary 320 N. Main Street Ann Arbor, MI 48107
Penny O'Malley	-	Assistant Secretary 320 N. Main Street Ann Arbor, MI 48107



Michigan Department of Commerce

Lansing, Michigan

This is to Certify That

MCKINLEY COMMERCIAL, INC.

*was validly incorporated on May 10, 1991, as a Michigan profit corporation,
and said corporation is validly in existence under the laws of this State.*

*This certificate is issued to attest to the fact that the corporation is in good standing
in this office as of this date and is duly authorized to transact business or conduct
affairs in Michigan and for no other purpose. It is in the usual form, made by me
as the proper officer, and is entitled to have full faith and credit given it in every
court and office within the United States.*

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JAN - 8 AM 9:50

*In testimony whereof, I have hereunto set my
hand and affixed the Seal of the Department,
in the City of Lansing, this 19th day
of December, 1995.*

Carl L. Lipp , Director
Corporation & Securities Bureau