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PRENTICE HALL
LEGAL & FINANCIAL SERVICES

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ACCOUNT NO. 072100000038

REFERENCE : A34111 4300053

AUTHORIZATION

COST LIMITS & \$ REPORTS

ORDER DATE: February 6, 1996

600001209326

300001 0032
-12/07/96--01032--023

*****70.00 *****70.00

ORDER TIME a 10:32 AM

ORDER NO. 834111

CUSTOMER NO.: 4300033

CUSTOMER: Ms. Mercedes Davila
Thurston Group
190 South Lasalle
Ste 1410
Chicago, IL 60603

FOREIGN FILINGS

NAME: MILLS CAPITAL VENTURES, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING.

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Bozak

RECEIVED
96 FEB -7 PM12:14
96 FEB -8 AM12:41
DIVISION OF CORPORATION

**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. Mills Capital Ventures Inc.

(Name of corporation: the word "INCORPORATED," "COMPANY," or "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. Delaware

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

3. JANUARY 2, 1996
(Date of Incorporation)

4. PERPETUAL (Duration)

5. 36-4055678

(Federal Employer Identification number, if applicable)

6. Upon issuance of final certificate of Authority
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 5020 Bayshore Blvd., #502, Tampa, FL 33607
(Current mailing address)

8. Sales and Marketing of Investments

(Brief description of the nature of the business in which it is engaged in the state of Florida).

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: Russell T. Stern JR.

Address: 190 South LaSalle Street, Suite 1410
CHICAGO, Illinois 60603

Vice Chairman: N/A

Address:

Director: Ralph M. Trieschman

Address: 5020 Bayshore Blvd., #502
Tampa, FL - 33611

Director:

Address:

B. Officers:

President: Ralph M. Trieschmann

Address: 5020 Bayshore Blvd., #502
Secretary TAMPA, Florida 33611

Chairman

Vice President: Russell T. Stern, Jr.

Address: 190 South LaSalle St., #1410
CHICAGO, ILLINOIS 60603

Assistant

Secretary: MERCEDES DAULA

Address: 190 South LaSalle St.
CHICAGO, ILLINOIS 60603

Treasurer: MERCEDES DAULA

Address: 190 South LaSalle St., #1410
CHICAGO, ILLINOIS 60603

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: T. Prentice Hall Corporation

Office Address: 1201 HAYS STREET,
Tallahassee, Florida 32301

Zip Code

11. 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: Michael Donn A. S. Jordan

12. 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.

13. Russell T. Stern, Jr.
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Russell T. Stern, Jr., CHAIRMAN

(Name and signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

State of Delaware

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MILLS CAPITAL VENTURES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTH DAY OF FEBRUARY, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

65
FILED
SECRETARY OF STATE
RECEIVED
96 FEB -8 AM 12:41

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960034478



Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION: 7816518

DATE: 02-06-96