

F96000001003

February 9, 1996

Florida Department of State
409 East Gaines
Tallahassee, Florida 32399

900001712809
-02/13/96--01006--003
****131.25 ****131.25

Attention: Qualification/Tax Lien Section
Division of Corporations

WGL-3468

Subject: Arthur Andersen, Inc.

Dear Sir/Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence" and check (number 132867) payable to the Florida Department of State in the amount of \$131.25 (\$70.00 registration fee; \$52.50 for a certified copy and \$8.75 for a certificate of status) in full payment of the filing fees in this regard are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Sharon A. Stachowiak
Arthur Andersen, Inc.
69 West Washington Street
Chicago, IL 60602

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

Rose Vozel (312) 507-2347

Very truly yours,

ARTHUR ANDERSEN, INC.

By *Sharon A. Stachowiak*
Sharon A. Stachowiak

Enclosures

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FILED
96 FEB 27 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 15, 1996

SHARON A. STACHOWIAK
% ARTHUR ANDERSON, INC.
69 WEST WASHINGTON STREET
CHICAGO, IL 60602

SUBJECT: ARTHUR ANDERSON, INC.
Ref. Number: W96000003468

We have received your document for ARTHUR ANDERSON, INC. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please **RETURN ALL DOCUMENTATION** to the **ATTENTION** of the **DOCUMENT SPECIALIST** indicated.

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
Document Specialist

Letter Number: 696A00006637

ARTHUR ANDERSEN, INC (DELAWARE)

February 23, 1996

Florida Department of State
409 East Gaines
Tallahassee, Florida 32399

Attention: Michael Mays, Document Specialist

Subject: Arthur Andersen, Inc. (Delaware)
Ref. Number: W96000003468

Dear Mr. Mays:

Pursuant to your February 15, 1996 letter (Ref. Number W96000003468) we are resubmitting our "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence" and in accordance with your direction a "Consent in Lieu of a Special Meeting of the Sole Director" (authorizing the corporation to use the "Arthur Andersen, Inc. (Delaware)" name in Florida) to register the above referenced foreign corporation to transact business in Florida.

You already have our check in retention for the filing fees in this regard.

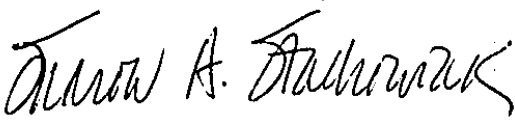
Please return the acknowledgment copy in the enclosed self-addressed stamped envelope.

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

Rose Vozel (312) 507-2347

Very truly yours,

ARTHUR ANDERSEN, INC. (DELAWARE)

By 
Sharon A. Stachowiak
Secretary

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTHUR ANDERSEN INC.

* * * * *

CONSENT IN LIEU OF A SPECIAL MEETING


OF THE

SOLE DIRECTOR

* * * * *

The undersigned, being the sole director of Arthur Andersen Inc., a Delaware Corporation (the "Corporation"), does hereby take the following action in lieu of, and constituting, a special meeting of the director(s) of the Corporation, pursuant to Article III, Section 9 of the Bylaws of the Corporation:

RESOLVED, that Arthur Andersen Inc., organized and existing in the State of Delaware, hereby adopts the name "Arthur Andersen Inc. (Delaware)" for use in Florida.

By: 
Stephen J. Hemsley

Dated: February 9, 1996

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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. Arthur Andersen, 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. Delaware
(State or country under the law of which it is incorporated)

3. 36-364-3704
(FEI number, if applicable)

4. 4/17/89
(Date of Incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. N/A
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)

7. 69 West Washington Street

Chicago, IL 60602

(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be organized under
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of the General Corporation Law
Florida) of Delaware.

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT**
acceptable)

Name: James H. Shedivy

Office Address: 2805 Fruitville Road

Sarasota

, Florida, 34237-5318
(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.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Stephen J. Hemmley (Sole Director)

Address: 69 West Washington Street

Chicago, IL 60602

Director: _____

Address: _____

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

President: James D. Edwards

Address: 1345 Avenue of the Americas

New York, New York 10105

Vice President: Stephen J. Hemmley

Address: 69 West Washington Street

Chicago, IL 60602

Secretary: Sharon A. Stachowiak

Address: 69 West Washington Street

Chicago, IL 60602

Treasurer: Steven D. Blackledge

Address: 69 West Washington Street, Chicago, IL 60602

Assistant Secretary: Jon N. Ekdahl, 69 West Washington Street, Chicago, IL 60602

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

13. *Sharon A. Stachowiak*

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

14. Sharon A. Stachowiak, Secretary

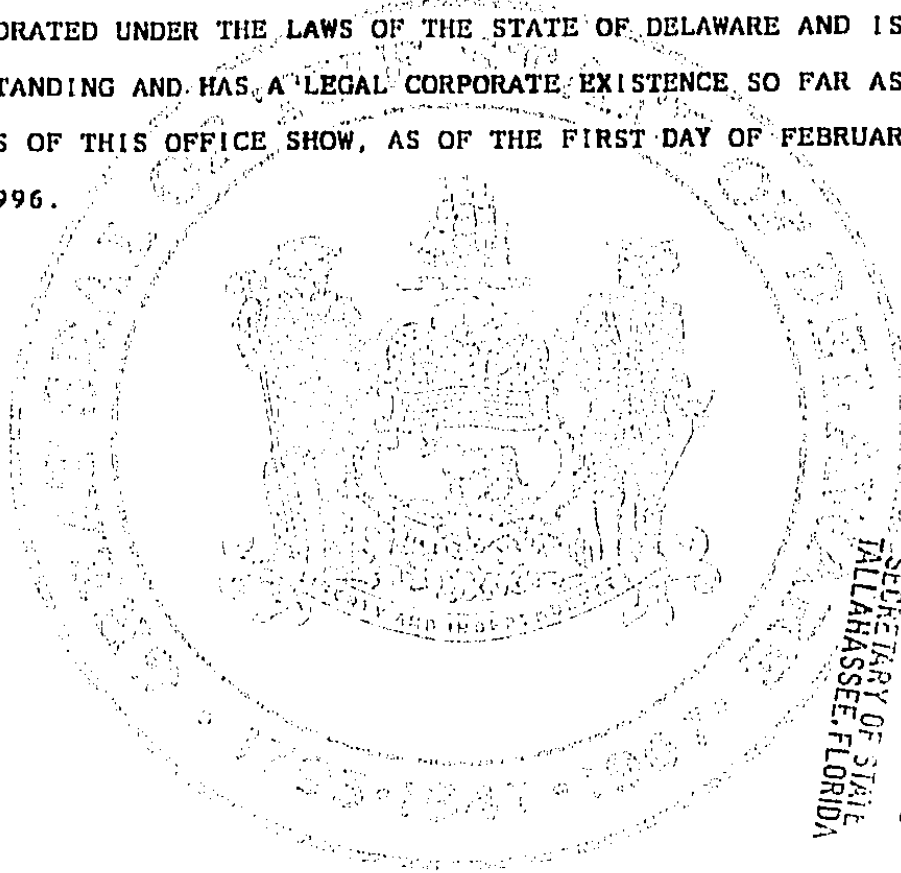
(Typed or printed name and capacity of person signing application)

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SECRETARY D. SHAW
TALAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ARTHUR ANDERSEN, 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 FIRST DAY OF FEBRUARY, A.D. 1996.



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96 FEB 27 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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

AUTHENTICATION:

DATE: 7812391

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