F96000001094

FILE

ACCOUNT NO. : [illegible]

REFERENCE : [illegible]

AUTHORIZATION : Patricia Pizzi

COST LIMIT : $ [illegible]

ORDER DATE : [illegible]

ORDER TIME : [illegible]

ORDER NO. : [illegible]

CUSTOMER NO: [illegible]

CUSTOMER: [illegible]

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RECEIVED
96 MAR -4 AM 11:12
DIVISION OF CORPORATIONS

[illegible]

FILED
96 MAR -4 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[illegible]

[illegible]

1201 HAYS STREET
TALLAHASSEE, FL 32301
(904)222-9171
(904)222-0301 FAX

800-342-8086

CSC networks
PRENTICE HALL
LEGAL & FINANCIAL SERVICES

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

3. 37-1349948
(FEI number, if applicable)

4. December 5, 1995
(Date of incorporation)

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

6. Upon filing
(Date first transacted business in Florida. *(See sections 607.1501, 607.1502, and 817.155, F.S.)*

7. One North Old State Capitol Plaza, Suite 501
Springfield, Illinois 62701
(Current mailing address)

8. General partner of Brendel Family Limited Partnership
(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: Corporation Service Company

Office Address: 1201 Hays Street, (Leon County)

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.

Corporation Service Company
By: Lisa G. Mello
(Registered agent's signature) LISA G. MELLO, AS AGENT

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: Donna L. Nelson

Address: 1100 Orendorff Parkway

Springfield, Illinois 62704

Vice Chairman: NA

Address:

Director: Janice L. Buecker

Address: 1550 South Koke Mill Road

Springfield, Illinois 62707

Director: Lee S. Drendel

Address: 3100 Old Jacksonville Road

Springfield, Illinois 62704

B. OFFICERS

President: Donna L. Nelson

Address: 1100 Orendorff Parkway

Springfield, Illinois 62704

Vice President: NA

Address:

Secretary: Janice L. Buecker

Address: 1550 South Koke Mill Road

Springfield, Illinois 62707

Treasurer: Lee S. Drendel

Address: 3100 Old Jacksonville Road

Springfield, Illinois 62704

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

13. Lee S. Drendel

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

14. Lee S. Drendel, Treasurer

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

File Number 5861-306-1

STATE OF ILLINOIS

OFFICE OF THE SECRETARY OF STATE

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 DRENDEL, INC., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE DECEMBER 5, 1995, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE 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* FEBRUARY *A.D. 19* 96

George H Ryan

SECRETARY OF STATE

F96000001094

97 APR 28 PM 3:05
FILED

ACCOUNT NO. : 072100000032

REFERENCE : 346069 4006A

AUTHORIZATION :

COST LIMIT : $ PPD

* *

ORDER DATE : April 28, 1997

ORDER TIME : 10:01 AM

ORDER NO. : 346069-005

CUSTOMER NO: 4006A

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-04/29/97--01094--011
*****35.00 *****35.00

CUSTOMER: Richard E. Hart, Esq
Hart Southworth & Witsman
Suite 501
One N. Old State Capitol Plaza
Springfield, IL 62701-1323

* *

CHANGE OF AGENT

NAME: DRENDEL INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

______ CERTIFIED COPY
XX____ PLAIN STAMPED COPY

CONTACT PERSON: Warren Whittaker

Florida Department of State, Sandra B. Mortham, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Illinois *submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.*

1a. The name of the corporation is: DRENDEL INC.

1b. The mailing address of the corporation is: One North Old State Capitol Plaza, Suite 301, Springfield, Illinois 62701-1323

1c. Date of incorporation: 03/04/96 Document number: F96000001094

2. The name and address of the current registered agent and office:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301-2525

3. The name and address of the new registered agent and office (P.O. Box Not Acceptable)

Leo J. Salvatori
4501 Tamiami Trail North, Suite 300
Naples, Florida 33940-3060

FILED
97 APR 29 PM 3:06

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

(Signature of an officer, chairman or vice chairman of the board) 4/21/97 (Date)

Donna Nelson, President
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 obligation of my position as registered agent.

By: (Signature of Registered Agent) 4/14/97 (Date)

If signing on behalf of an entity:

(Typed or Printed Name) (Capacity)

CR2E045(11/94)

FILING FEE: $35.00