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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: KEVIN BERG & ASSOCIATES, INC.
(Name of corporation - must include suffix)

700001724777
-02/27/96--01039--004
*****78.75 *****78.75

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

1296-4795

JAMES CARTER
(Name of Person)

KEVIN BERG & ASSOCIATES, INC.
(Firm/Company)

640 N. LASALLE ST, SUITE 545
(Address)

CHICAGO, IL. 60610
(City/State/Zip)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 19 AM 9:19
2/3/19

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

JAMES CARTER at (312) 482-9400
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

py 375



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 27, 1996

JAMES CARTER
KEVIN BERG & ASSOCIATES, INC.
640 N. LASALLE ST., SUITE 545
CHICAGO, IL 60610

SUBJECT: KEVIN BERG & ASSOCIATES, INC.
Ref. Number: W9600004395

We have received your document for KEVIN BERG & ASSOCIATES, INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$1,200.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business or conducting affairs in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business or conducting its affairs in Florida prior to the year the application was submitted did not constitute transacting business or conducting affairs pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (904) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 296A00008513

**KB
&A**

Kevin Berg and Associates, Inc.

640 N. LaSalle St., Suite 545
Chicago, IL 60610
312.482.9400
312.482.9056 FAX

March 7, 1996

Mr. Lee Rivers
Document Examiner
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

**RE: Ref. Number W96000004395
Affadavit correcting Original Application by Foreign Corporation
for Authorization to Transact Business in Florida**

Dear Mr. Rivers:

Please consider this letter to serve as a sworn affadavit of the following information:

Kevin Berg and Associates began transacting business or conducting its affairs in Florida prior to the year the application was submitted did not constitute transacting business or conducting affairs pursuant to section 607.1501, Florida statutes. The date of December 22, 1995 that was entered onto line 6 of our Application by Foreign Corporation for Authorization to Transact Business in Florida was the date that Kevin Berg and Associates set up offices in the state of Florida. We did not begin to service our clients in the state of Florida until January 16, 1996.

I hope that this affadavit allows you to now complete our application. Please do not hesitate to contact me if you require any additional clarification.

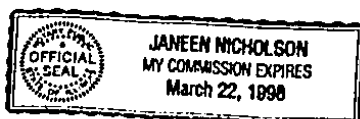
Sincerely,

Kevin Berg
President

Sworn to and subscribed before me:


Notary Public

My commission expires: 3/22/98
Notary Seal



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 19 AM 9:19

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. KEVIN BERG & ASSOCIATES, 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. 36-3716776 (FEI number, if applicable)

4. MAY 10, 1990 (Date of Incorporation)

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

6. DEC. 22 1995 (Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 640 N. LASALLE ST, STE. 545 CHICAGO, IL 60610 (Current mailing address)

8. ADVERTISING, MARKETING CONSULTING (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)

Name: CT CORPORATION SYSTEM

Office Address: 1200 SOUTH PINE ISLAND ROAD PLANTATION, Florida, 33324 (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) JEFFREY R. GRAVES, PRES. SRY.

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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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: KEVIN BERG
Address: 728 W. JACKSON, CHICAGO, IL. 60661
Vice Chairman: _____
Address: _____

Director: _____
Address: _____

Director: _____
Address: _____

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

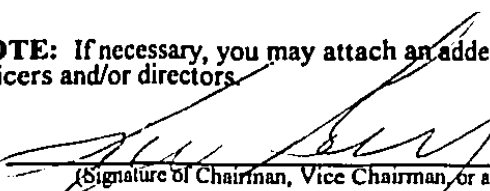
President: KEVIN BERG
Address: 728 W. JACKSON
CHICAGO, IL. 60661

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. KEVIN BERG PRESIDENT
(Typed or printed name and capacity of person signing application)

File Number 5595-744-4



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB 19 AM 11 19

To all to whom these presents shall come, Greeting:

J. George H. Ryan, Secretary of State of the State of Illinois,
do hereby certify that KEVIN BERG & ASSOCIATES, INC., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE MAY 10, 1990, 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 _____ 1ST day of _____ FEBRUARY A.D. 19 96



George H Ryan
SECRETARY OF STATE



F96000001380

June 25, 1997

Florida Secretary of State
Divisions of Corporations
P.O. Box 6327
Tallahassee, FL 32314

To Whom It May Concern:

For your records, we are adding the following location to our Florida Region in addition to our Miami office that is currently registered under #F96000001380.

Kevin Berg & Associates, Inc.
2109 Palm Ave., #302
Tampa, FL 33605

If you require additional information or have any questions, please don't hesitate to contact me a (312)482-9400 x116.

Thank you for your time and consideration.

Sincerely,

Diane L. Lawless
National A. D. N. Director
Kevin Berg & Associates, Inc.

JS 7/13