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PRESTIGE
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 887024 4304492

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : March 19, 1996

ORDER TIME : 10:15 AM

ORDER NO. : 887024

CUSTOMER NO: 4304492

CUSTOMER: Ms. Beverly A. Veltovrh
Rudnick & Wolfe
203 North La Salle Street
Suite 1000
Chicago, IL 60601

400001759184
-03/27/96--01028--027
*****70.00 *****70.00

File Second

FOREIGN FILINGS

NAME: FIRST ENTERPRISE FINANCIAL
GROUP, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

DIVISION OF CORPORATION

RECEIVED
96 MAR 21 PM 4:25

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR 22 PM 3:30

1326

**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. First Enterprise Financial Group, 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 3. 36-3688499
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. January 26, 1996 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 500 Davis Street, Suite 1005
Evanston, IL 60201
(Current mailing address)

8. Any lawful purpose including automobile financing
(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 Nays Street

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.

By: Robert J. Cosentino, Esq.
(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 MAR 22 PM 3:39

12. Names and addresses of officers and/or directors:

A. DIRECTORS

See Attachment Hereto

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See Attachment Hereto

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. Paul A. Stinnerford - Vice President
(Typed or printed name and capacity of person signing application)

FIRST ENTERPRISE FINANCIAL GROUP, INC.

ATTACHMENT TO FLORIDA APPLICATION FOR CERTIFICATE OF AUTHORITY

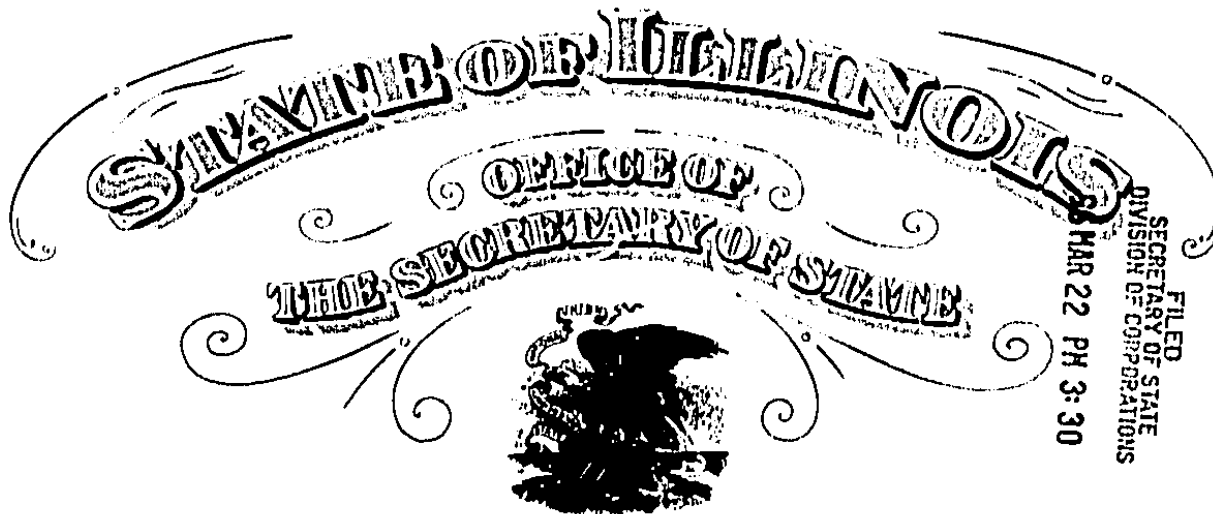
12A. Directors:

Name	Address
Paul A. Stinneford	500 Davis Street Suite 1005 Evanston, IL 60201
Michael P. Harrington	500 Davis Street Suite 1005 Evanston, IL 60201
Robert J. Harker	500 Davis Street Suite 1005 Evanston, IL 60201

12B. Officers:

Title	Name	Address
Chairman of the Board / President / Assistant Secretary	Michael P. Harrington	500 Davis Street Suite 1005 Evanston, IL 60201
Vice President / Secretary / Assistant Treasurer	Paul A. Stinneford	500 Davis Street Suite 1005 Evanston, IL 60201
Vice President / Controller / Assistant Treasurer / Assistant Secretary	Robert J. Harker	500 Davis Street Suite 1005 Evanston, IL 60201
Treasurer / CFO / Assistant Secretary	Jan W. Erfert	500 Davis Street Suite 1005 Evanston, IL 60201

File Number 5869-212-3



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 FIRST ENTERPRISE FINANCIAL GROUP, INC., A
DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE
JANUARY 26, 1996, 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 20TH
day of MARCH *A.D., 19* 96

George H. Ryan

SECRETARY OF STATE