

TRANSMITTAL LETTER

TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS

SUBJECT: ARRINGTON TRAVEL CENTER, INCORPORATED
(Name of corporation)

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:

Warren D. Hayes, Sr.

(Name of Person)

Alley, Maass, Rogers & Lindsay, P.A.

(Firm/Company)

321 Royal Poinciana Plaza

(Address)

Palm Beach, FL 33480

(City, State and Zip Code)

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

Warren D. Hayes, Sr.

(Name of Person)

at (561) 659-1770

Area Code & Daytime Telephone Number

COURIER ADDRESS:

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

MAILING ADDRESS:

Qualification/Registration Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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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. Arrington Travel Center, Incorporated

(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. 36-3020253

(FEI number, if applicable)

4. 7/9/79

(Date of Incorporation)

5. Perpetual

(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. 55 W. Monroe Street, Suite 3800

Chicago, Illinois 60603

(Current mailing address)

8. All lawful purposes

(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:

Warren D. Hayes, Sr.

Name: Alley, Maass, Rogers & Lindsay, P.A.

Office Address: 321 Royal Poinciana Plaza

Palm Beach

, Florida ,

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TALLAHASSEE, FLORIDA
348
(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.

Warren D. Hayes, Sr.

(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.

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Michael B. Arrington

Address: 55 W. Monroe St., Suite 3800

Chicago, Illinois 60603

Director: Peer Pedersen

Address: Pedersen & Houpt

161 N. Clark St., Suite 3100

Chicago, Illinois 60601

B. OFFICERS

President: Michael B. Arrington

Address: 55 W. Monroe St., Suite 3800

Chicago, Illinois 60603

Vice President: _____

Address: _____

Secretary: Peer Pedersen

Address: Pedersen & Houpt
161 N. Clark St., Suite 3100

Chicago, Illinois 60601

Treasurer: Michael B. Arrington

Address: 55 W. Monroe St., Suite 3800

Chicago, Illinois 60603

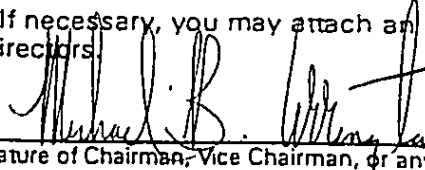
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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

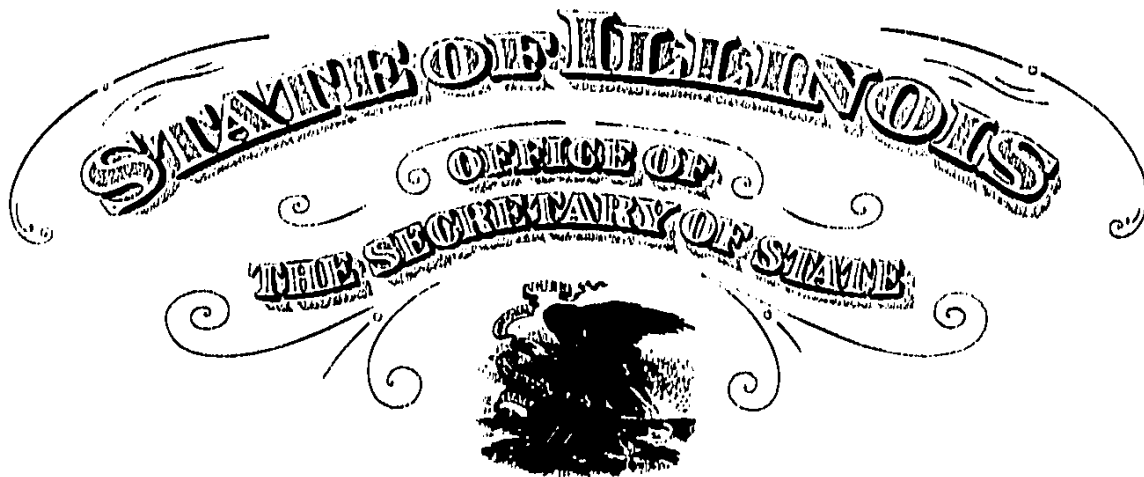
13.


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

14. Michael B. Arrington, President

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

File Number .. 5179-517-2



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 ARRINGTON TRAVEL CENTER, INCORPORATED, A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE JULY 9, 1979, 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*****

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

In Testimony Whereof, I hereto
my hand and cause to be affixed the Great Seal of
the State of Illinois this _____
day of _____ AUGUST _____ A.D., 19 _____ 96



George H. Ryan
SECRETARY OF STATE