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MCBRIDE BAKER & COLES

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Lloyd M. McBride
1914-1983

Edward H. Baker, Jr.
1915-1970

August 29, 1996

ATTN: Qualification/Registration Section
Department of State
Division of Corporations
PO Box 6327
Tallahassee FL 32314

000001937930
-09/04/96--01052--007
****122.50 ****122.50

Re: Denn & Associates, Inc.
Application by Foreign Corporation for Authorization

Dear Sir or Madam:

Enclosed are the following documents submitted for filing on behalf of Denn & Associates, Inc.:

1. Application by Foreign Corporation for Authorization to Transact Business, in duplicate.
2. Certificate of Good Standing.
3. Check for \$122.50 payable to the "Florida Department of State" (\$35 fee, \$35 reg. agent fee, and \$52.50 for a certified copy).

Please forward the certified copy of the Certificate of Authority to my attention at the address noted above. Advise us if you have any questions or comments. We appreciate your attention to this matter.

Sincerely yours,

Maureen A. Drews

Maureen A. Drews

MAD/md
Enclosures
cc: David S. Mann

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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LC
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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. Bonn & 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 3. 36-4077224
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. April 4, 1996 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. August 1996
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 5381 Burning Tree Circle
Stuart, Florida 34997
(Current mailing address)
8. See attached
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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9. Name and street address of Florida registered agent:

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.

Jeffrey H. Terry
(Registered agent's signature)
JEFFREY H. TERRY, ASST. SECY.

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: Brian Benn

Address: 5381 Burning Tree Circle

Stuart, Florida 34997

Director: _____

Address: _____

B. OFFICERS

President: Brian Benn

Address: 5381 Burning Tree Circle

Stuart, Florida 34997

Assistant Secretary: David S. Mann

Address: 500 W. Madison St., 40th Floor

Chicago, IL 60661-2511

Secretary: Brian Benn

Address: 5381 Burning Tree Circle

Stuart, Florida 34997

Treasurer: Brian Benn

Address: 5381 Burning Tree Circle

Stuart, Florida 34997

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

13. ✓ Brian Benn
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Brian Benn, President
(Typed or printed name and capacity of person signing application)

ATTACHMENT

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

BENN & ASSOCIATES, INC.

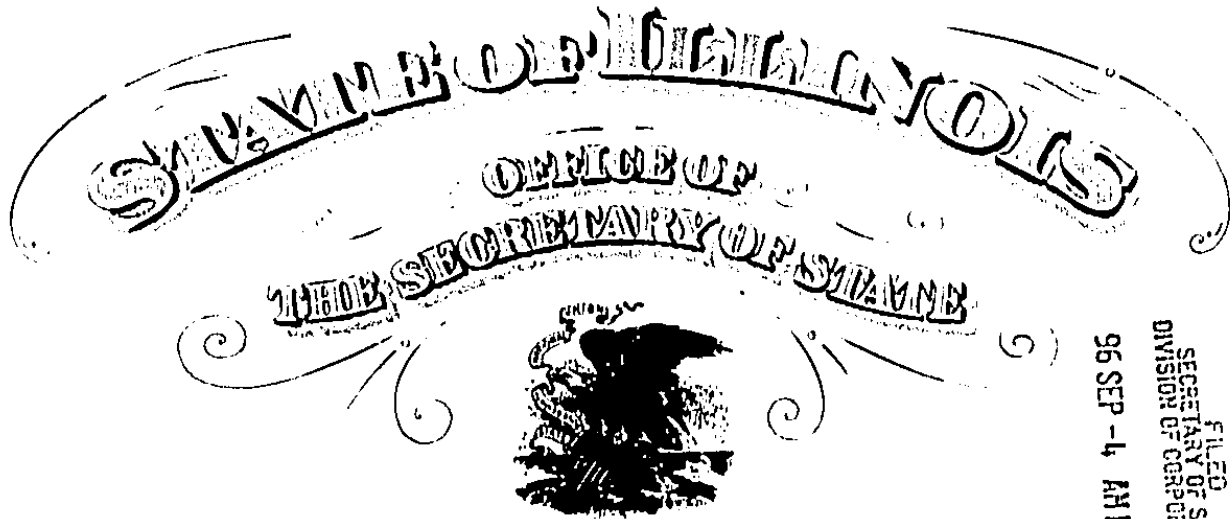
8. Purposes of corporation authorized in home state or country
to be carried out in the state of Florida:

To engage in any lawful act or activity for which
corporations may be incorporated under the Illinois Business
Corporation Act of 1983, as amended, and which are permitted under
the Florida Business Corporation Act.

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DIVISION OF CORPORATIONS
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File Number 5879-484-8



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 BENN & ASSOCIATES, INC., A DOMESTIC
CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE APRIL 4,
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 29TH
day of AUGUST A.D. 19 96

George H. Ryan
SECRETARY OF STATE