

F96000004757

1201 HAYS STREET

TALLAHASSEE, FL 32301-2007

TEL: 904/22-0100

FAX: 904/22-0101

800-442-0086



PREMIER HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 086048 4304492

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : September 13, 1996

ORDER TIME : 2:34 PM

ORDER NO. : 086048

CUSTOMER NO: 4304492

CUSTOMER: Ms. Ruth Cordes
Rudnick & Wolfe
203 North La Salle Street
Suite 1800
Chicago, IL 60601

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-09/17/96--01002--013
*****70.00 *****70.00

FOREIGN FILINGS

NAME: SHELL DEVELOPMENT CORPORATION-
SAMPLER

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Helentjaris

9/16
FILED
96 SEP 16 PM 3:41
96 SEP 16 PM 3:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATION

**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. Shell Development Corporation - Sampler
(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. 36-4071015
(FEI number, if applicable)
4. February 22, 1996
(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. 40 Skokie Boulevard, Suite 350
Northbrook, Illinois 60062
(Current mailing address)
8. Operation of an entry/exit program offering prepaid vacations.
(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 Hayes 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.

CORPORATION SERVICE COMPANY
By: Peter J. Insentino Asst. Sec.
(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: Perry J. Snyderman

Address: 203 N. LaSalle Street, Suite 1800

Chicago, Illinois 60601

Vice Chairman: _____

Address: _____

Director: Sheldon H. Ginsburg

Address: 40 Skokie Boulevard, Suite 350

Northbrook, Illinois 60062

Director: _____

Address: _____

B. OFFICERS

President: Sheldon H. Ginsburg

Address: 40 Skokie Boulevard, Suite 350

Northbrook, Illinois 60062

Vice President: and Chairman of the Board: Perry J. Snyderman

Address: 203 N. LaSalle Street, Suite 1800

Chicago, Illinois 60601

Secretary: Daniel B. Glickstein

Address: 40 Skokie Boulevard, Suite 350

Northbrook, Illinois 60062

Treasurer: and Vice President: Craig J. Goldstein

Address: 40 Skokie Boulevard, Suite 350

Northbrook, Illinois 60062

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

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

14. Sheldon H. Ginsburg, President
(Typed or printed name and capacity of person signing application)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 SEP 16 PM 3:41

FILED

**ADDENDUM TO THE APPLICATION BY
FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA
OF
SHIELD DEVELOPMENT CORPORATION - SAMPLER**

12.B, continued:

Vice President: H.M. DeSontis
Address: 40 Skokie Boulevard, Suite 350
Northbrook, Illinois 60062

Vice President: Clayton A. Barnes
Address: 40 Skokie Boulevard, Suite 350
Northbrook, Illinois 60062

Assistant Secretary: Peter A. Levy
Address: 203 N. LaSalle Street, Suite 1800
Chicago, Illinois 60601

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96 SEP 16 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

File Number 5872-912-4

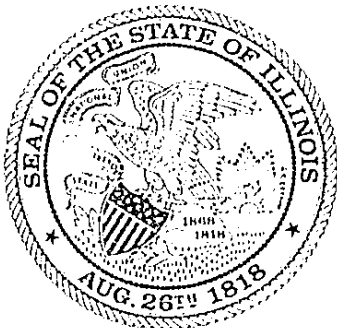


FILED
56 SEP 16 PM 3:44
TALGHASSEE, FLORIDA

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 SHELL DEVELOPMENT CORPORATION - SAMPLER, A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE FEBRUARY 22, 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 13TH
day of SEPTEMBER *A.D., 19* 96

George H. Ryan
SECRETARY OF STATE