

F96000004764



PRIESTER HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 085319 4319390

AUTHORIZATION : *Patricia Pysko*

COST LIMIT : \$ 70.00

ORDER DATE : September 13, 1996

ORDER TIME : 9:58 AM

ORDER NO. : 085319

CUSTOMER NO: 4319390

000001343140

CUSTOMER: Ms. Monica Johnson
Chicago Holdings, Inc.
1000 Ride Plaza, suite 218

Pittsburgh, PA 15238

FOREIGN FILINGS

NAME: BUSINESS ALLIANCE CAPITAL
CORP.

9/17

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 17 PM 12:15

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

RECEIVED
96 SEP 17 AM 10:57
DIVISION OF CORPORATIONS

**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. Business Alliance Capital Corp.
(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. Delaware
(State or country under the law of which it is incorporated)
3. 25-1769131
(FBI number, if applicable)
4. July 19, 1995
(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. 300 Alexander Park, 2nd Floor
Princeton, NJ 08543
(Current mailing address)
8. Loans to small businesses; any lawful activity
(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 acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays 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: Vicki Schreiber, Asst. V.P.
(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 SEP 17 PM 12:15
NOT

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: SEE ATTACHED

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: SEE ATTACHED

Address: _____

Vice President: _____

Address: _____

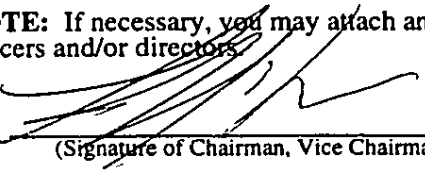
Secretary: _____

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. Frank C. Jackson, Vice President
(Typed or printed name and capacity of person signing application)

FLORIDA DEPARTMENT OF STATE
APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA

BUSINESS ALLIANCE CAPITAL CORP.

ATTACHMENT 12A, AND 12B,

A. DIRECTORS:

Richard J. Uhl, Chairman	1000 RIDC Plaza, Suite 218, Pittsburgh, PA 15238
Burton W. Kanter	Two North LaSalle Street, Chicago, IL 60602
Kent M. Klinebaum	1270 Ave. of the Americas, Suite 1800, New York, NY 10020
Theodore Kompa	300 Alexander Park, Princeton, NJ 08543
Theodore H. Kruttschnitt	1350 Bayshore Blvd., Suite 850, Burlingame, CA 94010
Joel Mallin	110 East 59 th Street, Suite 3202, New York, NY 10022
Howard D. Morgan	150 East 58 th Street, 37 th Floor, New York, NY 10055
Robert Raucci	599 Lexington Avenue, Suite 2700, New York, NY 10022

B. OFFICERS :

Theodore Kompa, President	300 Alexander Park, Princeton, NJ 08543
Jeffrey K. Goldrich, Executive Vice President	300 Alexander Park, Princeton, NJ 08543
William F. Seibold, Vice President	300 Alexander Park, Princeton, NJ 08543
Frank C. Jackson, Vice President	1000 RIDC Plaza, Pittsburgh, PA 15238
Harold L. Lehman, Treasurer	1000 RIDC Plaza, Pittsburgh, PA 15238
Pamela J. Giarla, Secretary	1000 RIDC Plaza, Pittsburgh, PA 15238

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BUSINESS ALLIANCE CAPITAL CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTEENTH DAY OF SEPTEMBER, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 17 PM 12:15



2522554 8300

960266372

Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

8103605

DATE:

09-13-96