F96000005161

CORPORATE

CORPORATION INFORMATION SERVICES
(Requestor's Name)
1201 Hays Street
(Address)
Tallahassee, FL 32301 (904) 222-9171
(City, State, Zip) (Phone #)

300001966113

OFFICE USE ONLY

CIS Acct. # 4349972
CIS Order # 109051/005

AUTHORIZATION #072100000032
$70.00
Patricia Pizzuto

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. CARVILL GP CORP. (Corporation Name) (Document #)
2. (Corporation Name) (Document #)
3. (Corporation Name) (Document #)
4. (Corporation Name) (Document #)

[XX] Walk in [ ] Pick up time ______ [ ] Certified Copy
[ ] Mail out [ ] Will wait [X] Photocopy [ ] Certificate of Status

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT -7 AM 10:50
mtn

RECEIVED
96 OCT -7 AM 10:22
DIVISION OF CORPORATION

| | NEW FILINGS |
|---|---|
| | Profit |
| | NonProfit |
| | Limited Liability |
| | Domestication |
| | Other |

| | AMENDMENTS |
|---|---|
| | Amendment |
| | Resignation of R.A., Officer/Director |
| | Change of Registered Agent |
| | Dissolution/Withdrawal |
| | Merger |

| | OTHER FILINGS |
|---|---|
| | Annual Report |
| | Fictitious Name |
| | Name Reservation |

| | REGISTRATION/ QUALIFICATION |
|---|---|
| X | Foreign |
| | Limited Partnership |
| | Reinstatement |
| | Trademark |
| | Other |

Examiner's Initials

# 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. Carvill GP 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. Applied for
(FEI number, if applicable)

4. September 24, 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. 200 West Madison Street, Suite 3800
Chicago, Illinois 60606
(Current mailing address)

8. All permissable activities under local law
(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:** The Prentice-Hall Corporation System, Inc.

**Office Address:** 1201 Hays Street, Suite 105

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: Michael Donovan Asst. Secretary
(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 SEE ATTACHMENT

Chairman: ______________________

Address: ______________________

______________________

Vice Chairman: ______________________

Address: ______________________

______________________

Director: ______________________

Address:

______________________

Director: ______________________

Address:

______________________

B. OFFICERS

President: ______________________

Address:

______________________

Vice President: ______________________

Address:

______________________

Secretary: ______________________

Address:

______________________

Treasurer: ______________________

Address:

______________________

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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. Glen Miller, Vice President & Treasurer
(Typed or printed name and capacity of person signing application)

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

A. DIRECTORS

Penny Pritzker
200 West Madison Street
38th Floor
Chicago, Illinois 60606

Glen Miller
200 West Madison Street
38th Floor
Chicago, Illinois 60606

John Kevin Poorman
200 West Madison Street
38th Floor
Chicago, Illinois 60606

B. OFFICERS

| | |
|---|---|
| President | Penny Pritzker<br>200 West Madison Street<br>38th Floor<br>Chicago, Illinois 60606 |
| Vice President & Treasurer | Glen Miller<br>200 West Madison Street<br>38th Floor<br>Chicago, Illinois 60606 |
| Vice President & Secretary | Frederick J. Bennett<br>4605 Village Center Drive<br>Palm Harbor, Florida 34685 |
| Vice President & Assistant Secretary | John Kevin Poorman<br>200 West Madison Street<br>38th Floor<br>Chicago, Illinois 60606 |

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| | |
|---|---|
| **Vice President** | **Stacey Beyer**<br>**4605 Village Center Drive**<br>**Palm Harbor, Florida 34685** |
| **Vice President** | **David J. Evans**<br>**4005 Village Center Drive**<br>**Palm Harbor, Florida 34685** |

*State of Delaware*

## *Office of the Secretary of State*

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CARVILL GP 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 FOURTH DAY OF OCTOBER, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT -7 AM 10:50

*Edward J. Freel, Secretary of State*

2666536 8300

960289881

AUTHENTICATION: 8134533

DATE: 10-04-96

1301 HAYS STREET
TALLAHASSEE, FL 32301-2607
...-9171
...FAX
800-342-8086

F96000005161

CSC networks
PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 132326 4349972

AUTHORIZATION : Patricia Piggott

COST LIMIT : $ 35.00

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ORDER DATE : October 24, 1996

ORDER TIME : 9:57 AM

800001986158--4

ORDER NO. : 132326-005

CUSTOMER NO: 4349972

CUSTOMER: Ms. Rose Rodriguez
Diversified Financial
200 West Madison Street
Suite 3800
Chicago, IL 606063414

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DOMESTIC AMENDMENT FILING

NAME: CARVILL GP CORP.

EFFICTIVE DATE:

XX ARTICLES OF AMENDMENT
____ RESTATED ARTICLES OF INCORPORATION

FILED
96 OCT 25 AM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 OCT 25 AM 11:47
DIVISION OF CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS: ______

N. HENDRICKS OCT 28 1996

FILED
96 OCT 25 AM 10:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

# AFFIDAVIT

To the Secretary of State of Florida

The undersigned officer of Carvill GP Corp. hereby swears and affirms that the following named individuals were incorrectly listed as officers of Carvill GP Corp.

Stacey Beyer, Vice President
4605 Village Center Drive
Palm Harbor, Florida 34685

David J. Evans, Vice President
4605 Village Center Drive
Palm Harbor, Florida 34685

The correct individual to have been listed is as follows:

Robbin J. Cohen, Vice President
200 W. Madison Street
Suite 3800
Chicago, Illinois 60606

CARVILL GP CORP., a Delaware corporation

By: [signature]
Its: VP

Kathy Dalton
Notary Public

My commission expires 8/19/2000

"OFFICIAL SEAL"
KATHY DALTON
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 8/19/2000