F96000005518

Hays Street
Tallahassee, FL 32301-2607
904-222-...
904-222-...93 FAX
8...-342-...086

CSC networks
PRENTICE HALL LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 127960 4805290

AUTHORIZATION : Patricia Puyett

COST LIMIT : $ 70.00

ORDER DATE : October 22, 1996

ORDER TIME : 10:40 AM

ORDER NO. : 127960-010

CUSTOMER NO: 4805290

CUSTOMER: Ms. Deborah K. Openshaw
Sachnoff & Weaver, Ltd.
Suite 2900
30 South Wacker Drive
Chicago, IL 60606

File 1st

500001984225--6

W96-22588

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 23 AM 10:11

FOREIGN FILINGS

NAME: STANDARD PARKING CORPORATION

XXXX QUALIFICATION (TYPE: CO)

RECEIVED
96 OCT 23 PM 12:24
DIVISION OF CORPORATION

10/24

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

______ CERTIFIED COPY
XX____ PLAIN STAMPED COPY
______ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michael E. Klunk

Prentice Hall Legal and Financial Services is a trademark of Prentice Hall Inc. and is licensed to CSC Networks

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 23, 1996

CSC NETWORKS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 23 AM 10: 11

SUBJECT: STANDARD PARKING CORPORATION
Ref. Number: W96000022588

We have received your document(s) in this office, however, the document is being returned for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6097.

Michael Mays
Document Specialist

Letter Number: 396A00048981

Michael K. Wolf, Secretary of Standard Parking Corporation, an Illinois corporation (the "**Corporation**"), does hereby certify that the following is a true and correct copy of a resolution of the sole director of the Corporation, adopted by written consent on October 17, 1996, pursuant to the provisions of the Illinois Business Corporation Act of 1983, as amended.

> "RESOLVED, that, inasmuch as this corporation desires to transact business in the State of Florida, and inasmuch as the sole director has been advised that the name of this corporation is not available for corporate use in the State of Florida, this corporation adopt the alternate name Standard Parking Corporation of Illinois for use in transacting business in the State of Florida pursuant to Section 607.1506, Florida Business Corporation Act; and
>
> "FURTHER RESOLVED, that the officers of the corporation be and hereby are authorized and directed to cause any and all required documents to be prepared, executed, and filed so that this corporation may obtain a Certificate of Authority pursuant to the Florida Business Corporation Act, and to cause this corporation to use the said alternate name in the transaction of business in the State of Florida."

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 23 AM 10: 5

Michael K. Wolf, Secretary

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. Standard Parking Corporation
(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. 36-2932936
(FEI number, if applicable)

4. 9-24-79
(Date of Incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. Upon filing
(Date first transacted business in Florida. *(See sections 607.1501, 607.1502, and 817.155, F.S.)*

7. 200 E. Randolph Drive, Suite 4800, Chicago, IL 60601
(Current mailing address)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT 23 AM 10:

8. To transact any and all lawful business or activities for which corporations may be permitted.
(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 Se.vice 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.

By: [signature]
(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: Myron C. Warshauer

Address: 200 E. Randolph Dr., Suite 4800, Chicago, IL 60601

Director: ______

Address: ______

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 23 AM 10: 11

B. OFFICERS

President: Myron C. Warshauer

Address: 200 E. Randolph Dr., Suite 4800, Chicago, IL 60601

Vice President: ______

Address: ______

Secretary: Michael K. Wolf

Address: 200 E. Randolph Dr., Suite 4800, Chicago, IL 60601

Treasurer: Carol R. Warshauer

Address: 200 E. Randolph Dr., Suite 4800, Chicago, IL 60601

NOTE: If necessa·· may attach an addendum to the application listing additional officers and/or directors.

13. Michael K Wolf
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. Michael K. Wolf, Secretary
(Typed or printed name and capacity of person signing application)

File Number 5116-186-6

STATE OF ILLINOIS

OFFICE OF THE SECRETARY OF STATE

To all to whom these Presents Shall Come, Greeting:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 23 AM

I, George H. Ryan, Secretary of State of the State of Illinois,

do hereby certify that STANDARD PARKING CORPORATION, A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE MAY 12, 1977, 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**

SEAL OF THE STATE OF ILLINOIS AUG. 26TH 1818

In Testimony Whereof, *I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois this* 22ND *day of* OCTOBER *A.D., 19* 96

George H Ryan

SECRETARY OF STATE

C-260