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904-2-1111
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800-342-8086

F96000006742



PREFERENCE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032
REFERENCE : 200542 4808527
AUTHORIZATION :
COST LIMIT : \$ PPD

ORDER DATE : December 24, 1996
ORDER TIME : 9:44 AM
ORDER NO. : 200542-005
CUSTOMER NO: 4808527

CUSTOMER: Mr. Mark D. Curtis
Mcbride Baker & Coles
Northwestern Atrium Center
500 W. Madison Street, 40th Fl
Chicago, IL 60661

300002037343-4
-12/24/96-0125-024-4
***122.50 ***122.50

FOREIGN FILINGS

NAME: BURCH YELLOW PAGES, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susana Romagosa

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 24 AM 11:17
12/24
RECEIVED
96 DEC 24 AM 10:37
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. Burch Yellow Pages, 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. IL 3. 36-3794194
(State or country under the law of which it is incorporated) (FBI number, if applicable)

4. November 8, 1991 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or
"perpetual")

6. July 1, 1996
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.135, F.S.)

7. 825 N. Cass Ave. Unit 104
Westmont, Illinois 60559
(Current mailing address)

8. See Attachment
(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 **NOT**
acceptable)

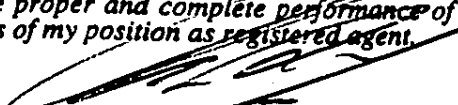
Name: Christopher Lee

Office Address: 8714 Pisa Dr. #834 *CL*

Orlando, Florida, 32810
(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.


(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.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
56 DEC 24 AM 11:17

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: Gerald L. Spannraft

Address: 825 N. Cass Ave. Unit 104
Westmont, IL 60559

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Gerald L. Spannraft

Address: 825 N. Cass Ave. Unit 104
Westmont, IL 60559

Vice President: _____

Address: _____


Secretary: Gerald L. Spannraft

Address: 825 N. Cass Ave. Unit 104
Westmont IL 60559

Treasurer: Gerald L. Spannraft

Address: 825 N. Cass Ave. Unit 104
Westmont, IL 60559

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. Gerald L. Spannraft, President
(Typed or printed name and capacity of person signing application)

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96 DEC 24 AM 11:17

ATTACHMENT
APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
DURCH YELLOW PAGES, 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
96 DEC 24 AM 11:17

133808

File Number 5660-248-8



To all to whom these presents shall come, Greeting:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
DEC 24 11:11

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

do hereby certify that BURCH YELLOW PAGES, INC., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE NOVEMBER 8, 1991, 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 23RD day of DECEMBER A.D., 1996

George H Ryan
SECRETARY OF STATE