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November 5, 1997

BY OVERNIGHT COURIER

Secretary of State of Florida
Corporations
409 E. Gaines Street
Tallahassee, Florida 32314

800002339958-9
-11/05/97-01044-002
*****70.00 *****70.00

**Re: Application by a Foreign Corporation for Authorization to
Transact Business in Florida for Kiferbaum Construction Corporation**

To Whom it May Concern:

Enclosed please find the following:

1. One (1) fully executed Application by a Foreign Corporation for Authorization to transact Business in Florida for Kiferbaum Construction Corporation;
2. A Certificate of Good Standing from the Secretary of State of Illinois evidencing that Kiferbaum Construction Corporation is an Illinois Corporation in good standing; and,
3. A check made payable to the Secretary of State in the amount of Seventy Dollars (\$70.00) to cover the applicable filing fee.

Please have the enclosed application filed with the Secretary of State. Also, please stamp the enclosed copy and return it to me in the envelope provided.

If you have any questions, please call.

Very truly yours,


Daniel R. Bronson

DRB/tpb
Enclosures
cc: Kiferbaum Construction Corporation
664002

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DIVISION OF CORPORATIONS
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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. Kiferbaum Construction 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. 36-3995524
(FEI number, if applicable)
4. 12/21/94
(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. 175 Olde Half Day Road
Lincolnshire, Illinois 60069
(Current mailing address)
8. The transaction of any or all lawful purposes which corporations may be incorporated
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida) under the Illinois Business Corporation Act of 1983.
9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: Brian J. Diehl

Office Address: 800 Winona Drive
Geneva, Florida, 32732
(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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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: Jacob Kiferbaum

Address: 175 Olde Half Day Road Lincolnshire, IL 60069

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Jacob Kiferbaum

Address: 175 Olde Half Day Road Lincolnshire, IL 60069

Vice President: _____

Address: _____

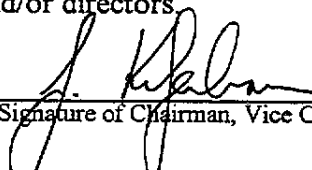
Secretary: Jacob Kiferbaum

Address: 175 Olde Half Day Road Lincolnshire, IL 60069

Treasurer: Jacob Kiferbaum

Address: 175 Olde Half Day Road, Lincolnshire, IL 60069

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. Jacob Kiferbaum, Chairman
(Typed or printed name and capacity of person signing application)

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File Number 5811-850-8



To all to whom these Presents Shall Come, Greeting:

I, George H. Ryan, Secretary of State of the State of Illinois,
do hereby certify that

KIFERBAUM CONSTRUCTION CORPORATION, A
DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE
DECEMBER 21, 1994, 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*****

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In Testimony Whereof, *I hereto set*
my hand and cause to be affixed the Great Seal of
the State of Illinois this _____ *4TH*
day of _____ *NOVEMBER* *A.D., 19* *97*

George H Ryan

SECRETARY OF STATE