



THE UNITED STATES
CORPORATION
COMPANY

97000006721

ACCOUNT NO. : 072100000032

REFERENCE : 639205 4303929

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : \$ 122.50

ORDER DATE : December 17, 1997

ORDER TIME : 11:44 AM

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ORDER NO. : 639205-005

CUSTOMER NO: 4303929

CUSTOMER: Myrna Golinsky, Legal Asst
Greenberg Traurig Hoffman
21st Floor
1221 Brickell Avenue
Miami, FL 33131-3238

W97-28158

FOREIGN FILINGS

NAME: AMERICAN BUYING RETIREMENT
SERVICES, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

RECEIVED
97 DEC 17 PM 1:10
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
FILING

97 DEC 17 PM 1:10

97 DEC 17 AM 11:37

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

W 12/17



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RESUBMIT

December 17, 1997

Please give original
submission date as file date.

CSC
ATTN: STACY L. EARNEST

SUBJECT: AMERICAN BUYING RETIREMENT SERVICES, INC.
Ref. Number: W97000028158

We have received and are retaining your document for the following reason:

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 397A00059344

RECEIVED
DEC 19 AM 10:08
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. American Buying Retirement Services, 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. Illinois
(State or country under the law of which it is incorporated)
3. N/A
(FEI number, if applicable)
4. May 2, 1995
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. December 16, 1997
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. One IBM Plaza, Suite 2007, Chicago, IL 60611

(Current mailing address)

8. To engage in any lawful act or activity in which foreign corporations
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida) may engage.

9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box NOT acceptable)

Name: CSC Networks

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.

Dan Sheely

(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: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: See Exhibit A.

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Marc Sheridan

Address: 1111 Kane Concourse

Bay Harbor, FL 33154

Vice President: Beth Kurensky

Address: One IBM Plaza, Suite 2007

Chicago, IL 60611

Secretary: Beth Kurensky

Address: One IBM Plaza, Suite 2007

Chicago, IL 60611

Treasurer: Robert Sheridan

Address: One IBM Plaza, Suite 2007

Chicago, IL 60611

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. Marc Sheridan, President

(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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EXHIBIT A

DIRECTORS:

Marc Sheridan
American Buying Retirement
Services, Inc.
1111 Kane Concourse, Suite 302
Bay Harbor, FL 33154

Robert Sheridan
American Buying Retirement
Services, Inc.
One IBM Plaza, Suite 2007
Chicago, IL 60611

Beth Kurensky
American Buying Retirement
Services, Inc.
One IBM Plaza, Suite 2007
Chicago, IL 60611

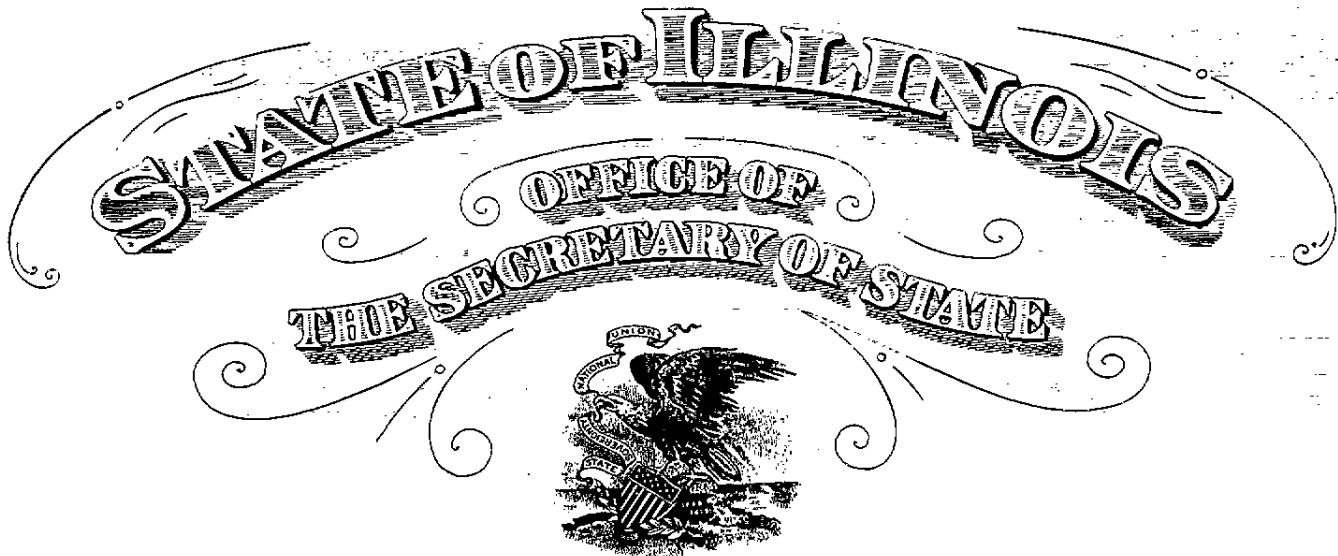
John Jarboe
Pacific Life
700 Newport Center Drive
Newport Beach, CA 92660

Steve Toth
American Buying Retirement
Services, Inc.
1111 Kane Concourse, Suite 302
Bay Harbor, FL 33154

Sol Zuckerman
American Buying Retirement
Services, Inc.
1111 Kane Concourse, Suite 302
Bay Harbor, FL 33154

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File Number 5832-063-3



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 AMERICAN BUYING RETIREMENT SERVICES, INC., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE MAY 2, 1995, 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*****

RECEIVED
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JAN 11 1996
JAN 11 1996



In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois this 17TH day of DECEMBER A.D., 19 97

George H. Ryan

SECRETARY OF STATE