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12/30/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: CARLTON, FIELDS OF ST. PETERSBURG
CONTACT: DAVID R. PUNZAK
PHONE: (813)821-7000

ACCT#: 075364003002

FAX #: (813)822-3768

NAME: GIBSON & ASSOCIATES, INC.

AUDIT NUMBER.....H97000021339

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 30, 1997

CARLTON, FIELDS OF ST PETERSBURG

SUBJECT: GIBSON & ASSOCIATES, INC.
Ref. Number: W97000028911

*Please
see
attached!*

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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 or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 097A00060890

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Division of Corporations - P.O. BOX 6827 - Tallahassee, Florida 32314

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RESOLUTION OF THE BOARD OF DIRECTORS

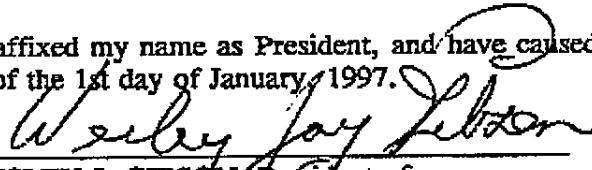
I HEREBY CERTIFY that I am the duly elected and qualified President of GIBSON & ASSOCIATES, INC., an Illinois corporation (the "Corporation") and the keeper of the records and corporate seal of the Corporation, and that the following is a true and correct copy of a resolution duly adopted at a meeting of the Board of Directors of the Corporation, held in accordance with the Articles of Incorporation and Bylaws of the Corporation at the offices of the Corporation as of the 1st day of January, 1997.

BE IT RESOLVED, that all members of the Board of Directors of the Corporation deem it advisable and hereby approve the Corporation's use of the alternate name of "GIBSON & ASSOCIATES OF TAMPA BAY, INC." for the Corporation to transact business in the State of Florida, for the reason that the real name of the Corporation "GIBSON & ASSOCIATES, INC." is unavailable for use by the Corporation in the State of Florida; and

BE IT FURTHER RESOLVED, that all members of the Board of Directors of the Corporation hereby approve the adoption of the corporate name of "GIBSON & ASSOCIATES OF TAMPA BAY, INC.", which adopted name shall be used by the Corporation in the transaction of its business in the State of Florida effective January 1, 1997; and

BE IT RESOLVED, that all members of the Board of Directors of the Corporation hereby authorize, empower and direct Wesley I. Gibson, the President of the Corporation, on behalf of the Corporation, to execute any and all documents in connection with the Corporation's filing of the Application for Authorization to Transact Business in the State of Florida with the Division of Corporations of the State of Florida, or otherwise, and to take whatever other action he deems necessary to carry out the intent of the foregoing.

IN WITNESS WHEREOF, I have hereunto affixed my name as President, and have caused the corporate seal to be hereunto affixed, dated as of the 1st day of January, 1997.


WESLEY J. GIBSON, President of
GIBSON & ASSOCIATES, INC.,
an Illinois corporation

(CORPORATE SEAL)

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This instrument prepared by:
David R. Punzak, Florida Bar No. 0473170
Carlton, Fields, Ward, Emmanuel
Smith & Cutler, P.A.
Barnett Tower, 20th Floor
200 Central Avenue
St. Petersburg, Florida 33701
Phone (813) 821-7000
Fax (813) 822-3768

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. GIBSON & ASSOCIATES, 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. 36-3748821

(FEI number, if applicable)

4. December 17, 1990

(Date of incorporation)

5. perpetual

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

6. January 1, 1997

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.156, F.S.))

7. 360 W. Butterfield Road, Suite 400

Oak Brook, IL 60522-4808

(Current mailing address)

8. consulting services

(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: David R. Punzak

Office Address: Barnett Tower, 20th Floor

200 Central Avenue
St. Petersburg

Florida, 33701

(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.

David R. Punzak
(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.

THIS INSTRUMENT PREPARED BY: David R. Punzak, Florida Bar No. 0473170, Carlton, Fields, Ward,
Emmanuel, Smith & Cutler, P.A., Barnett Tower, 20th Floor, 200 Central Avenue, St. Petersburg,
Florida 33731, Phone 813-821-7000; fax (813) 822-3768.

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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: N/A

Address: _____

Vice Chairman: N/A

Address: _____

Director: Wesley J. GibsonAddress: One Charleston Road
Hinsdale, IL 60521Director: George W. HowardAddress: 3260 Nicks Place
Clearwater, FL 34624**B.OFFICERS (Street address only- P. O. Box NOT acceptable)**President: Wesley J. GibsonAddress: One Charleston Road
Hinsdale, IL 60521Vice President: N/A

Address: _____

Secretary: Wesley J. GibsonAddress: One Charleston Road
Hinsdale, IL 60521Treasurer: N/A

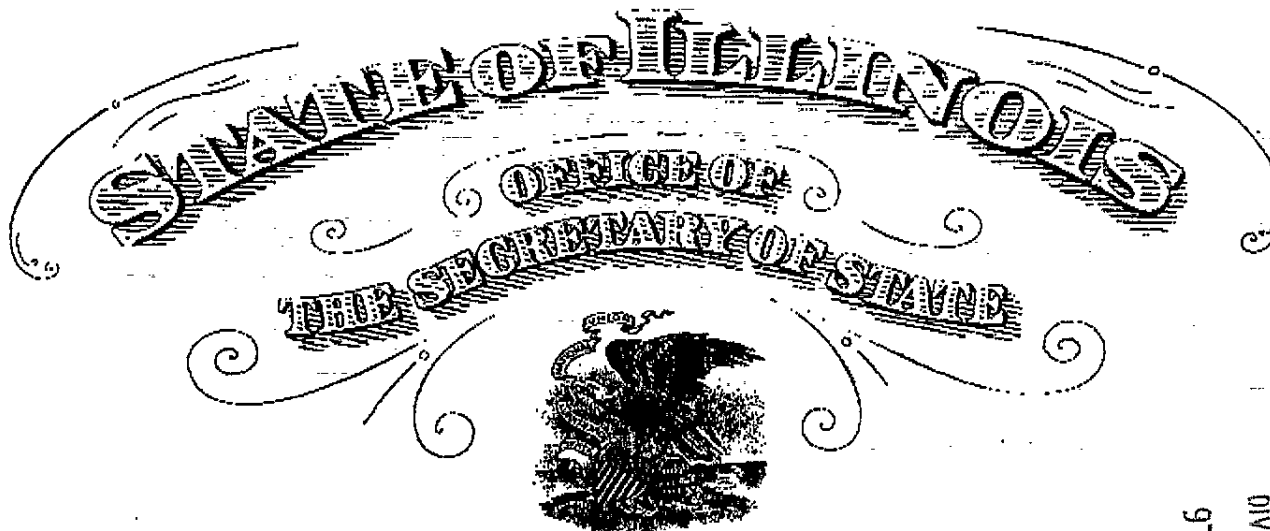
Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.13. X Wesley J. Gibson - President
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)14. Wesley J. Gibson, President
(Typed or printed name and capacity of person signing application)

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To all to whom these Presents Shall Come, Greeting:

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I, George H. Ryan, Secretary of State of the State of Illinois,
do hereby certify that GIBSON & ASSOCIATES, INC., A DOMESTIC
CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE DECEMBER 17,
1990, 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 20TH
day of NOVEMBER A.D., 19 97

George H. Ryan

SECRETARY OF STATE