

Document Number Only
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C T CORPORATION SYSTEM
660 East Jefferson Street
Requestor's Name
Tallahassee, Florida 32301
Address
(850) 222-1092
City State Zip Phone

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-02/16/98--01001--007
*****70.00 *****70.00

CORPORATION(S) NAME

F.I. Development Services Corporation

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|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input checked="" type="checkbox"/> Foreign | | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Fict. Filing | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Liability Partnership | | <input type="checkbox"/> UCC-1 |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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Thanks, Melanie

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION 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. FI Development Services 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. Maryland

(State or country under the law of which it is incorporated)

3. 36-4115351

(FEI number, if applicable)

4. 5/21/96

(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. 311 S. Wacker Dr., Suite 4000

Chicago, IL 60606

(Current mailing address)

To engage in any lawful act or activity for which corporations may be formed
under the Maryland General Corporation Law, as amended from time to time, and
the Florida Business Corporation Act, as amended from time to time.

8. (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: C T CORPORATION SYSTEM

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324

(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T CORPORATION SYSTEM

Connie Bryan
(Registered agent's signature) (Officer)

Connie Bryan, Special Asst. Secretary
(Type Name and Title of Officer)

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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: SEE ATTACHED

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____


Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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. Anthony Muscatello, President and CEO _____
(Typed or printed name and capacity of person signing application)

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FI DEVELOPMENT SERVICES CORPORATION

ATTACHMENT TO QUESTION 12A AND 12B

Directors:

- 1) Michael Brennan, 311 S. Wacker Dr., Suite 4000, Chicago, Illinois 60606
- 2) Michael Tomasz, 311 S. Wacker Dr., Suite 4000, Chicago, Illinois 60606
- 3) Jan Burman, 575 Underhill Boulevard, P.O. Box 830, Syosset, New York 11791
- 4) Anthony Muscatello, Gateway Corporate Center, 6360 Flank Drive, Suite 1100, Harrisburg, Pennsylvania 17112
- 5) Michael J. Havala, 311 S. Wacker Dr., Suite 4000, Chicago, Illinois 60606
- 6) Michael G. Damone, 850 Stephenson Highway, Suite 200, Troy, Michigan 48083

Officers:

- ♦ **President and CEO** Anthony Muscatello, Gateway Corporate Center, 6360 Flank Drive, Suite 1100, Harrisburg, Pennsylvania 17112
- ♦ **CFO, Secretary and Treasurer** Michael J. Havala, 311 S. Wacker Dr., Suite 4000, Chicago, Illinois 60606
- ♦ **COO and Sr. VP** Michael W. Brennan, 311 S. Wacker Dr., Suite 4000, Chicago, Illinois 60606
- ♦ **VP and Asst. Secretary** Johannson Yap, 311 S. Wacker Dr., Suite 4000, Chicago, Illinois 60606

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STATE OF MARYLAND

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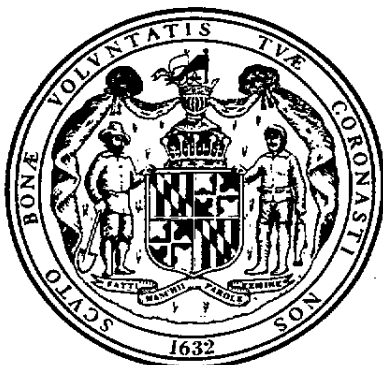
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

I, NANCY GRUENINGER OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT SAID DEPARTMENT, BY THE LAWS OF SAID STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATE CHARTERS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE; AND I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT FI DEVELOPMENT SERVICES CORPORATION IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND SAID CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN THE STATE OF MARYLAND.

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IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE THIS 11TH DAY OF FEBRUARY, 1998.

Nancy Grueninger
NANCY GRUENINGER
ADMINISTRATIVE OFFICER