

F98000000913



ACCOUNT NO. : 072100000032

REFERENCE : 679414 4349972

AUTHORIZATION :

*Patricia Pyper*

COST LIMIT : \$ 70.00

ORDER DATE : January 23, 1998

ORDER TIME : 12:10 PM

ORDER NO. : 679414-015

000002431470--0

CUSTOMER NO: 4349972

W98-3462

CUSTOMER: Ms. Rose Rodriguez  
Diversified Financial  
200 West Madison Street  
Suite 3800  
Chicago, IL 606063414

FOREIGN FILINGS

NAME: PDA CORP

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 FEB 16 PM 2:51

*ms*  
*2/16*

RECEIVED  
98 FEB 16 PM 1:12  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FL 32304



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

February 16, 1998

CSC

SUBJECT: PDA CORP.  
Ref. Number: W98000003402

We have received your document(s) in this office, however, a copy of the document is being returned for the following:

The registered agent must sign accepting the designation.

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: 398A00008787

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 FEB 16 PM 2:51

# 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. PDA Corp.  
(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. Delaware 3. 36-3294232  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 1/18/84 5. Perpetual  
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. February 1998  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. 200 West Madison Street, Suite 3800  
Chicago, Illinois 60606  
(Current mailing address)

8. General partner of real estate concern  
(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: Corporation Service Company  
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.

By: [Signature]  
(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.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 FEB 16 PM 2:51

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: See Attached Sheet

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. Glen Miller, Vice President  
(Typed or printed name and capacity of person signing application)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 FEB 16 PM 2:51

12. Names and address of officers and/or directors:

A. DIRECTORS

Penny Pritzker  
200 West Madison Street  
Suite 3800  
Chicago, Illinois 60606

Glen Miller  
200 West Madison Street  
Suite 3800  
Chicago, Illinois 60606

Allen M. Turner  
200 West Madison Street  
Suite 3800  
Chicago, Illinois 60606

B. OFFICERS

Penny Pritzker, President  
200 West Madison Street  
Suite 3800  
Chicago, Illinois 60606

John Kevin Poorman, Executive Vice President and Secretary  
200 West Madison Street  
Suite 3800  
Chicago, Illinois 60606

Glen Miller, Vice President, Treasurer & Assistant Secretary  
200 West Madison Street  
Suite 3800  
Chicago, Illinois 60606

Allen M. Turner, Vice President  
200 West Madison Street  
Suite 3800  
Chicago, Illinois 60606

Harold S. Handelsman, Vice President  
200 West Madison Street  
Suite 3800  
Chicago, Illinois 60606

Simon Zunamon, Vice President  
200 West Madison Street  
Suite 3800  
Chicago, Illinois 60606

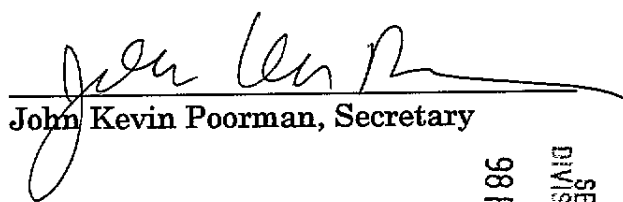
FILED  
SECRETARY OF STATE  
98 FEB 16 PM 2:51  
DIVISION OF RECORDS & ADMINISTRATION

CERTIFICATE OF SECRETARY  
OF  
PDA CORP.

I, John Kevin Poorman, hereby certify that I am now, and at all times mentioned herein have been, the duly elected, qualified, and acting Secretary of PDA Corp., a Delaware corporation (the "Corporation"), and that I have access to the records of the Corporation, and the records of the Corporation reflect the following:

1. Resolutions. Attached hereto as Exhibit A is a true and correct copy of resolutions duly adopted as of the 2nd day of February 1998, pursuant to the unanimous consent of the Board of Directors of the Corporation, and none of the resolutions have been amended, modified, or repealed in any respect, and all of the resolutions are in full force and effect on the date hereof.

IN WITNESS WHEREOF, I have duly executed this Certificate as of the 2nd day of February 1998.

  
\_\_\_\_\_  
John Kevin Poorman, Secretary

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 FEB 16 PM 2:51

**EXHIBIT A**

**FILED**  
**SECRETARY OF STATE**  
**DEPARTMENT OF CORPORATIONS**

**98 FEB 16 PM 2:51**

**UNANIMOUS WRITTEN CONSENT  
OF THE BOARD OF DIRECTORS OF  
PDA CORP.**

The undersigned, being the Board of Directors of PDA CORP., a Delaware corporation (the "Corporation"), do hereby consent, in lieu of a special meeting of the Board of Directors of the Corporation, pursuant to the authority of Section 141(f) of the Delaware General Corporation Law, to the adoption of the following resolutions and direct the Secretary of the Corporation to file this Unanimous Written Consent with the minutes of the proceedings of the Board of Directors of the Corporation:

RESOLVED, that, inasmuch as this corporation desires to transact business in the state of Florida, and inasmuch as the Board of Directors has been advised that the name of this corporation is not available for corporate use in the state of Florida, this corporation adopt the alternate name PDA Corp. (Delaware) for use in transacting business in the state of Florida pursuant to Section 607,1506, Florida Business Corporation Act;

FURTHER RESOLVED, that the officers of the corporation be and hereby are authorized and directed to cause any and all required documents to be prepared, executed and filed so that this corporation may obtain a Certificate of Authority pursuant to the Florida Business Corporation Act, and to cause this corporation to use the said alternate name in the transaction of business in the state of Florida;

FURTHER RESOLVED, that all actions taken, all contracts entered into and all matters and things done by the officers of the Corporation in the general conduct of the business of the Corporation since the last annual meeting shall be, and they hereby are, in all respects, fully ratified, approved and confirmed.

FURTHER RESOLVED, that this Written Consent may be executed in several counterparts, all of which shall be deemed one and the same instrument.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 FEB 16 PM 2:51

The actions taken by this consent shall have the same force and effect as if taken by the undersigned at a special meeting of the Board of Directors of the Corporation duly called and constituted pursuant to the laws of the state of Delaware and the By-Laws of the Corporation.

DATED: January 30, 1998

\_\_\_\_\_  
Penny Pritzker

\_\_\_\_\_  
Glen Miller

\_\_\_\_\_  
Allen M. Turner

BEING ALL OF THE DIRECTORS  
THE CORPORATION

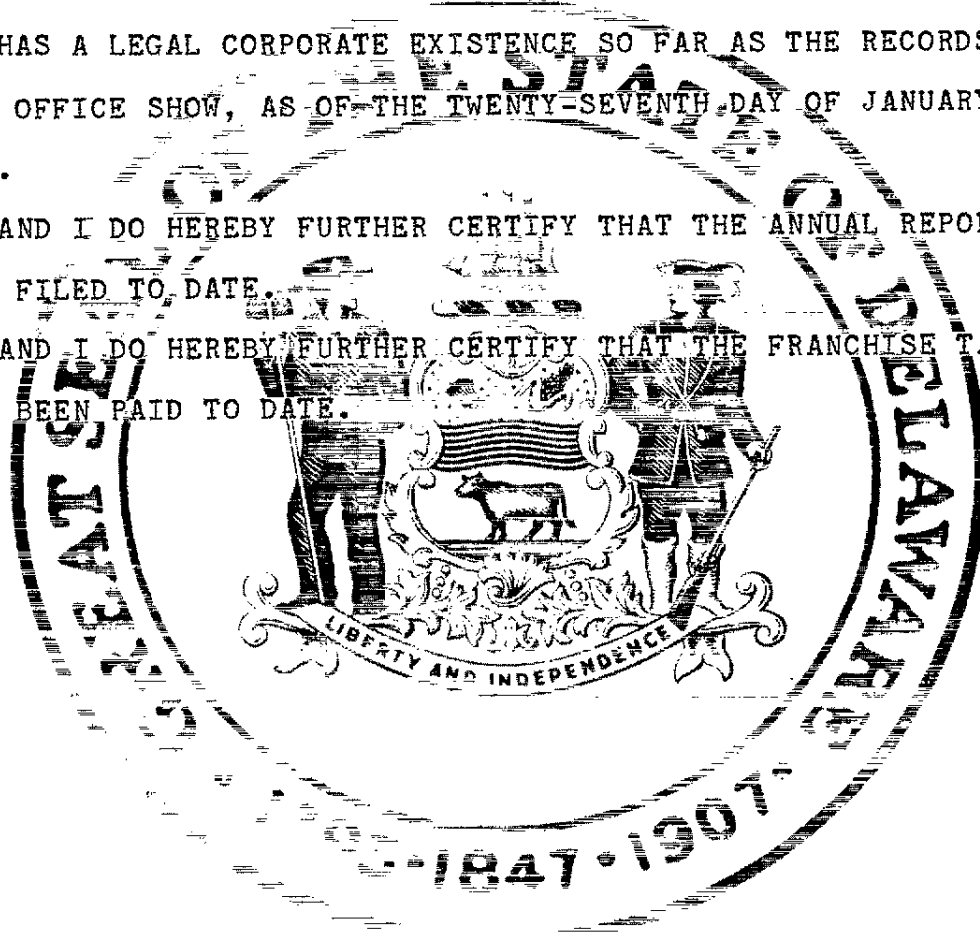
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 FEB 16 AM 2:51

*Office of the Secretary of State*

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PDA CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SEVENTH DAY OF JANUARY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 FEB 16 PM 2:51



*Edward J. Freel*

Edward J. Freel, Secretary of State

2026163 8300

981031883

AUTHENTICATION:

8886296

DATE:

01-27-98