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CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

500002496785-8

-04/22/98-01066-017

*****70.00 *****70.00

500002496785-8

-04/22/98-01066-018

*****8.75 *****8.75

Westchester Asset Management, Inc.

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Limited Partnership

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
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. Westchester Asset Management, 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. 37-1193972 (FEI number, if applicable)
4. 2/24/86 (Date of Incorporation)
5. perpetual (Duration: Year corp. will cease to exist or "perpetual")
6. Upon authorization
(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.156, F.S.))
7. P.O. Box 3009 2407 S. Neil St., Champaign, IL 61820
Champaign, IL 61826 3009
(Current mailing address)
8. Real estate sales and management
(Purpose(s) of corporation authorized in home state or country to be carried out in the state 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 obligations of my position as registered agent.

C T CORPORATION SYSTEM

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

CONNIE BRYAN
SPECIAL ASSISTANT 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:

A. DIRECTORS

Chairman: Murray R. Wise
Address: ~~P.O. Box 3009~~ 2407 S. Neil St., Champaign, IL
Champaign, IL ~~61826-3009~~ 61820

Vice Chairman: _____
Address: _____

Director: _____
Address: _____

Director: _____
Address: _____

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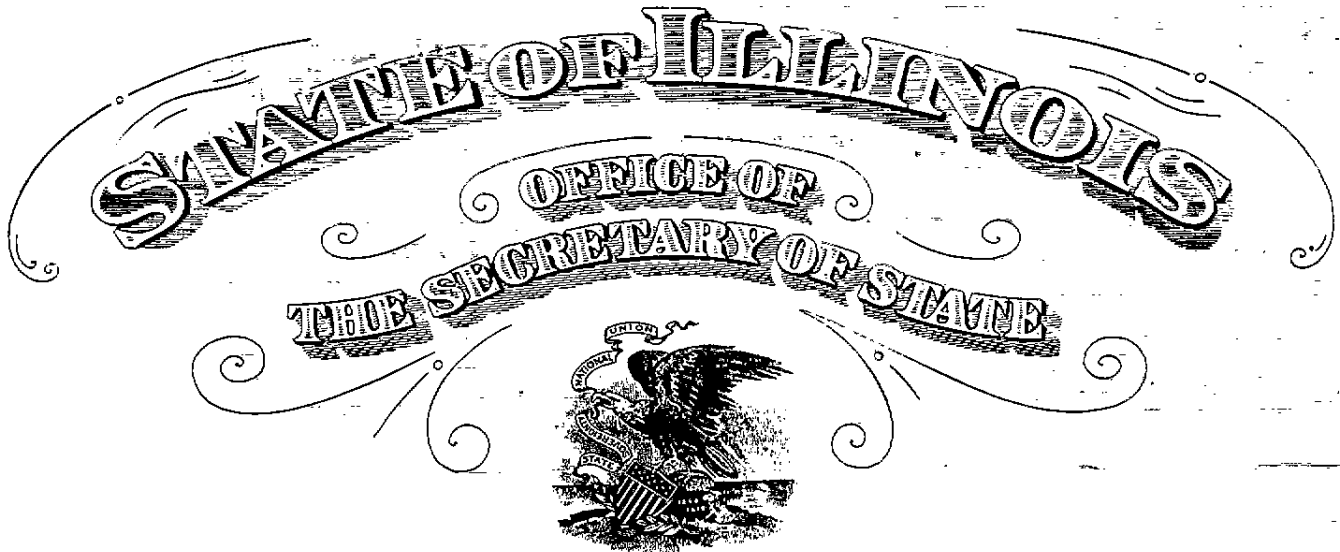
B. OFFICERS

President: Murray R. Wise
Address: ~~P.O. Box 3009~~ 2407 S. Neil St., Champaign, IL
Champaign, IL ~~61826-3009~~ 61820

Vice President: _____
Address: _____

Secretary: Jamie L. Knight
Address: ~~P.O. Box 3009~~ 2407 S. Neil St., Champaign, IL
Champaign, IL ~~61826-3009~~ 61820

File Number 5414-857-7



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 WESTCHESTER ASSET MANAGEMENT, INC., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE FEBRUARY 24, 1986, 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 _____
day of APRIL A.D., 19 98

George H. Ryan
SECRETARY OF STATE

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