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RUDNICK WOLFE

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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS  
FROM: RUDNICK & WOLFE  
CONTACT: JUDITH E COVEY  
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NAME: BRANMAN CORP.  
AUDIT NUMBER.....H98000008685  
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**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. Branman Corp.  
(Name of corporation: the word "INCORPORATED," "COMPANY," or "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. Indiana  
(State or country under the law of which it is incorporated)
3. May 4, 1998  
(Date of Incorporation)
4. Perpetual  
(Duration)
5. Applied For  
(Federal Employer Identification number, if applicable)
6. Upon Qualification  
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 1000 East 80th Place, Suite 500 North, Merrillville, IN 46410  
(Principal office and mailing address)
8. any and all lawful business that is incident, necessary or appropriate to being a member of CTY-Brand, L.L.C., a limited liability company (the "LLC") and serving as and exercising all authority as the managing member of the LLC.  
(Corporate purpose and nature of business in which it is engaged in Florida)
9. Names and addresses of officers and/or directors:
  - A. Directors:  
Director: Lawrence E. Burnell  
Address: 1000 East 80th Place, Suite 500 North  
Merrillville, Indiana 46410  
Director: \_\_\_\_\_  
Address: \_\_\_\_\_

Prepared by: Dana Grutchfield  
Florida Bar No. 0050547  
RUDNICK & WOLFE  
101 East Kennedy Blvd., Ste. 2000  
Tampa, Florida 33602  
(813) 229-2111

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Director: Carol Ann Bowman  
Address: 1000 East 80th Place, Suite 700 North  
Merrillville, Indiana 46410

Director: Barbara A. Young  
Address: 214 Aberdeen Drive  
Valparaiso, Indiana 46383

**B. Officers:**

President: Lawrence E. Burnell  
Address: 1000 East 80th Place, Suite 500 North  
Merrillville, Indiana 46410

Vice President: Carol Ann Bowman  
Address: 1000 East 80th Place, Suite 700 North  
Merrillville, Indiana 46410

Secretary: Carol Ann Bowman  
Address: 1000 East 80th Place, Suite 700 North  
Merrillville, Indiana 46410

Treasurer: Lawrence E. Burnell  
Address: 1000 East 80th Place, Suite 500 North  
Merrillville, Indiana 46410

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(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: C T Corporation System  
Office Address: 1200 South Pine Island Road  
Plantation, Florida 33324

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. (Zip Code)

12. Lawrence E. Burnell  
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of this application)

13. Lawrence E. Burnell, Chairman/President

(Name and capacity of person signing application)

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CT CORP-PLANTATION

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**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent and to accept service of process for Branman Corp., the above stated corporation, at the place designated in this application, C T Corporation System hereby accepts the appointment as registered agent and agree to act in this capacity. C T Corporation System further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties, and it is familiar with and accepts the obligations of its position as registered agent.

Dated: May 5, 1998

C T Corporation System

By: Vicky Goldstein  
Name: VICKY GOLDSTEIN  
Title: SPECIAL ASSISTANT SECRETARY

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OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF EXISTENCE

To Whom These Presents Come, Greeting:

I, SUE ANNE GILROY, Secretary of State of Indiana, do hereby certify that I am, by virtue of the laws of the State of Indiana, the custodian of the corporate records and the proper official to execute this certificate.

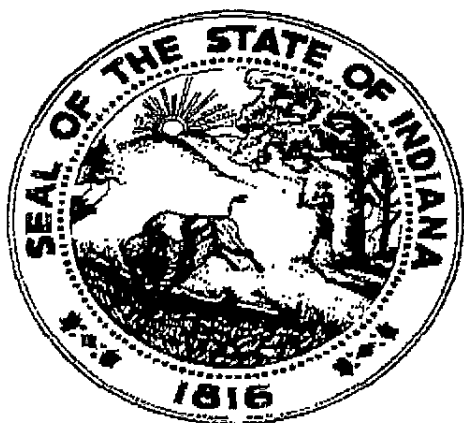
I further certify that records of this office disclose that

BRANMAN CORP.

filed Articles of Incorporation on May 04, 1998, and is a corporation duly organized and existing under and by virtue of the laws of the State of Indiana.

I further certify this corporation has filed its most recent annual report required by Indiana law with the Secretary of State, or is not yet required to file such annual reports, and that Articles of Dissolution have not been filed.

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In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this Sixth day of May, 1998.

*Sue Anne Gilroy*  
SUE ANNE GILROY, Secretary of State

*TSm*  
Deputy

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