



THE UNITED STATES
CORPORATION
COMPANY

F98000002619

ACCOUNT NO. : 072100000032

REFERENCE : 793635 4304492

AUTHORIZATION :

COST LIMIT : \$ 183

Patricia Pizant

ORDER DATE : April 23, 1998

ORDER TIME : 9:34 AM

ORDER NO. : 793635-005

CUSTOMER NO: 4304492

CUSTOMER: Ms. Christine Kohn
Rudnick & Wolfe Law Offices
Suite 1800
203 North Lasalle Street
Chicago, IL 60601

W98-9217

FOREIGN FILINGS

NAME: FLA VENTURE, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY (2)
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

5000024997-0
RECEIVED
98 APR 24 AM 10:38
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

98 APR 24 AM 11:05
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

*Name conflict
P94-43506*



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 24, 1998

CSC

SUBJECT: FLA VENTURE, INC.
Ref. Number: W98000009217

RESUBMIT

Please give original
submission date as file date.

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

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 198A00022349

FILE 1st

98 MAY -8 AM 9:48
DIVISION OF CORPORATION

RECEIVED

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Theodore J. Schmidt, do hereby certify
(Name)

that this Resolution of the Board of Directors of _____

FLA Venture, Inc.

(Corporate Name)

a corporation duly organized and existing under the laws of the State of Illinois,

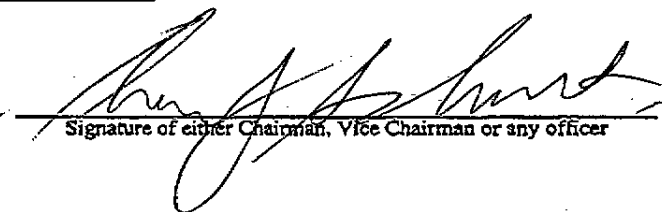
was duly adopted on April 30, , 19 98.

Be it resolved, that FLA Venture, Inc.,
(Corporate Name)

organized and existing in the State of Illinois, hereby adopts the name

FLA Venture, Inc. I for use in Florida.

Dated: May 1, 1998


Signature of either Chairman, Vice Chairman or any officer

Theodore J. Schmidt

Type or print name

INHS19(4/96)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 24 AM 11:05

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. FLA Venture, 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 3. Applied For
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. March 16, 1998 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 1700 Irving Park Road
Chicago, Illinois 60613
(Current mailing address)
8. The transaction of any lawful business
(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: (P.O. Box or Mail Drop Box NOT acceptable)
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.

Corporation Service Company

By: Susan M. Prevost
(Registered agent's signature)
Susan M. Prevost, Asst. Secretary

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: (Street address ONLY- P.O. Box NOT acceptable)

A. DIRECTORS (Street address only- P.O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Gerald L. Pollack

Address: 1700 Irving Park Road

Chicago, IL 60613

Director: Theodore J. Schmidt

Address: 111 West Washington Street, Suite 2000

Chicago, IL 60602

B. OFFICERS (Street address only- P.O. Box NOT acceptable)

President: Gerald L. Pollack

Address: 1700 Irving Park Road

Chicago, IL 60613

Vice President: Theodore J. Schmidt

Address: 111 West Washington Street, Suite 2000

Chicago, IL 60602

Secretary: Theodore J. Schmidt

Address: 111 West Washington Street, Suite 2000

Chicago, IL 60602

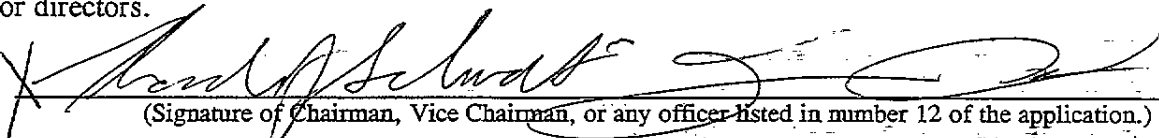
Treasurer: Theodore J. Schmidt

Address: 111 West Washington Street, Suite 2000

Chicago, IL 60602

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 21 AM 11:05

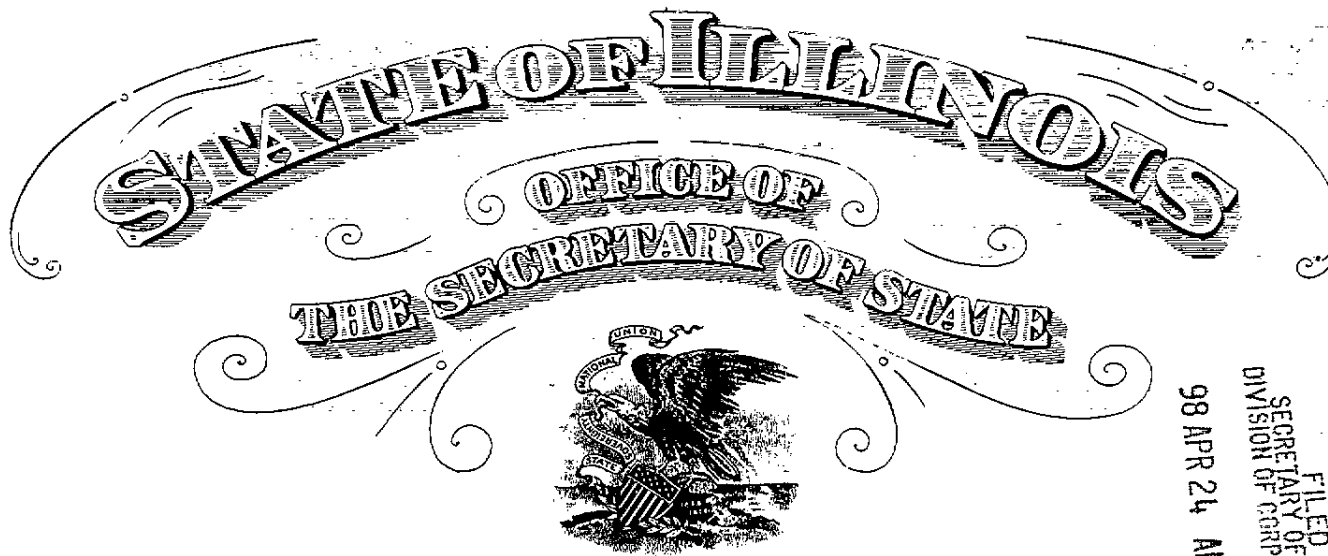
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. Theodore J. Schmidt, Vice President

(Typed or printed name and capacity of person signing application)

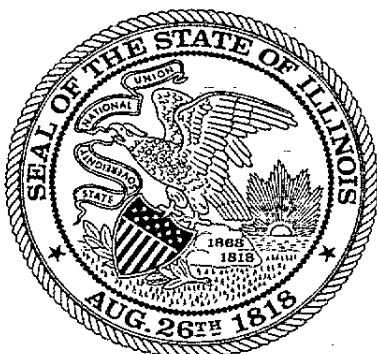
File Number 5984-695-7



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 24 AM 11:35

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 FLA VENTURE, INC., A DOMESTIC CORPORATION,
INCORPORATED UNDER THE LAWS OF THIS STATE MARCH 16, 1998, 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 23RD
day of APRIL A.D., 19 98

George H. Ryan

SECRETARY OF STATE