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REFERENCE : 871464 4304224

AUTHORIZATION : *Patricia Pyjunt*

COST LIMIT : \$ 70.00

ORDER DATE : June 25, 1998

ORDER TIME : 12:23 PM

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ORDER NO. : 871464-005

CUSTOMER NO: 4304224

CUSTOMER: Robert W. Kaufman, Esq
Fischel & Kahn, Ltd.
Suite 2850
190 South Lasalle Street
Chicago, IL 60603-3410

FOREIGN FILINGS

NAME: INTERNATIONAL CHAMPIONSHIP
MANAGEMENT, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

RECEIVED
98 JUL - 1 PM 1:17
DIVISION OF CORPORATION

FILED
98 JUL - 1 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
At 7/1/98

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. INTERNATIONAL CHAMPIONSHIP 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. New York

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

3. 364048517

(FEI number, if applicable)

4. October 24, 1995

(Date of Incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist "perpetual")

6. Business to commence July 1, 1998

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155))

7. 303 E. Wacker Drive, 20th Floor

Chicago, IL 60601

(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be organized in New York and Florida

(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: [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.

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: MARCUS P. B. EVANS

Address: 303 E. Wacker Drive, 20th Floor
Chicago, IL 60601

Vice Chairman: _____

Address: _____

Director: MARCUS P. B. EVANS

Address: 303 E. Wacker Drive, 20th Floor
Chicago, IL 60601

Director: _____

Address: _____

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TALLAHASSEE, FLORIDA

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

President: MARCUS P. B. EVANS

Address: 303 E. Wacker Drive, 20th Floor
Chicago, IL 60601

~~Vice President:~~ CHIEF EXECUTIVE OFFICER
THERON BURRAWAY

Address: 303 E. WACKER DRIVE, 20TH FLOOR
CHICAGO, IL 60601

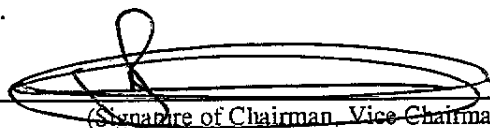
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

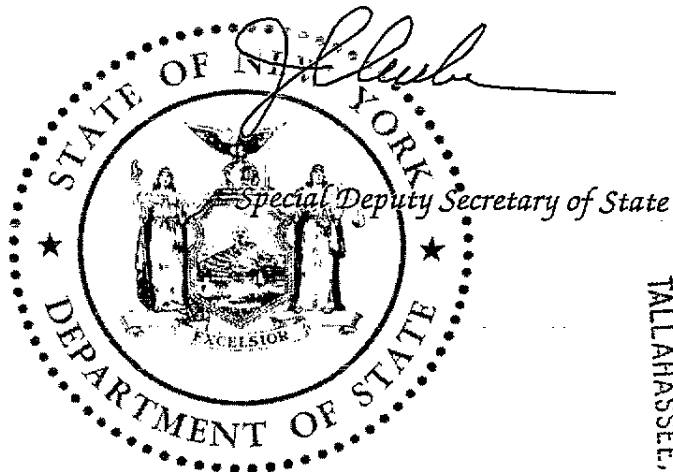
13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. THERON BURRAWAY, CHIEF EXECUTIVE OFFICER.
(Typed or printed name and capacity of person signing application)

**State of New York } ss:
Department of State**

I hereby certify, that the certificate of incorporation of INTERNATIONAL CHAMPIONSHIP MANAGEMENT, INC. was filed on 10/24/1995, with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 26th day of June
one thousand nine hundred and
ninety-eight.*



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SECRETARY OF STATE
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