

F98000004241

Document Number Only

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

400002598144--6
-07/24/98--01089--004
*****70.00 *****70.00

400002598144--6
-07/24/98--01089--005
*****8.75 *****8.75

USC Citrus, Inc.

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- ☒ Profit
☐ NonProfit
☐ Limited Liability Co.
☒ Foreign
☐ Amendment
☐ Merger
☐ Dissolution/Withdrawal
☐ Mark
☐ Limited Partnership
☐ Annual Report
☐ Other
☐ Reinstatement
☐ Name Registration
☐ Change of R.A.
☐ Fictitious Name
☐ UCC
☐ Certified Copy
☐ Photo Copies
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☐ Call When Ready
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☐ After 4:30
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Acknowledgment
W.P. Verifier

JUL 24 1998

Thanks,
Jeff

File First

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION 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. USC Citrus, 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. Delaware
(State or country under the law of which it is incorporated)
3. 36-4060444
(FEI number, if applicable)
4. 1-24-96
(Date of incorporation)
5. Perpetual
(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 817.156, F.S.))
7. 900 N. Michigan Ave. Ste. 1900
Chicago, IL 60611
(Current mailing address)
8. real estate investment and development
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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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 obligation 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)

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: *See attached list.*

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS *See attached list.*

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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Treasurer: _____

Address: _____

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

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

14. Kimberly Schwartz, Asst. Sec.
(Typed or printed name and capacity of person signing application)

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OFFICERS AND DIRECTORS

USC Citrus, Inc.

1

Name and Office	Business Address	Home Address
Bluhm, Neil G. Director	900 N. Michigan Avenue, Chicago, IL 60611	900 N. Michigan Avenue, Chicago, IL 60611-1575
Czech, James L. Executive Vice President	900 N. Michigan Avenue, Chicago, IL 60611	990 W. Deerpath Road, Lake Forest, IL 60045
Dominski, Matthew S. Chief Executive Officer Director President	900 N. Michigan Avenue, Chicago, IL 60611	1015 Sunset Road, Winnetka, IL 60093
Field, Thomas R. Assistant Secretary	900 N. Michigan Avenue, Chicago, IL 60611	1701 N. Crilly Court, Chicago, IL 60614
Hilborn, Michael G. General Counsel Secretary Senior Vice President	900 N. Michigan Avenue, Chicago, IL 60611	2359 Masters Lane, Riverwoods, IL 60015
Levin, Michael S. Vice President	900 N. Michigan Avenue, Chicago, IL 60611	2912 Commonwealth #9C, Chicago, IL 60657
Litzau, W. Wayne Vice President	3030 N. Rocky Point Dr. West Suite 650, Tampa, FL 33607	8615 Miles Road, Odessa, FL 33556
Malkin, Judd D. Director	900 N. Michigan Avenue, Chicago, IL 60611	900 N. Michigan Avenue, Chicago, IL 60611-1575
Metz, Adam Chief Financial Officer Executive Vice President Treasurer	900 N. Michigan Avenue, Chicago, IL 60611	541 Lincoln Avenue, Glencoe, IL 60022
Miller, Avrum R. Vice President	900 N. Michigan Avenue, Chicago, IL 60611	870 Wedgewood Court, Buffalo Grove, IL 60089
Nielsen, Paul C. Assistant Secretary	900 N. Michigan Avenue, Chicago, IL 60611	21021 Prestwick Dr., Barrington, IL 60010
Schwartz, Kimberly Assistant Secretary	900 N. Michigan Avenue, Chicago, IL 60611	405 N. Wabash #2202, Chicago, IL 60611
Taylor, LaBonney Vice President	900 N. Michigan Avenue, Chicago, IL 60611	531 W. Deming Place #323, Chicago, IL 60014
Zaslavsky, Dennis Assistant Secretary Senior Vice President	900 N. Michigan Avenue, Chicago, IL 60611	439 Washington, Glencoe, IL 60022

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "USC CITRUS, INC." 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 NINTH DAY OF JUNE, 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.

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Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

9127146

06-09-98

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