

F99000003452



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 519526 6808A

AUTHORIZATION *Patricia Pujute*

COST LIMIT : \$ 70

ORDER DATE : December 16, 1999

ORDER TIME : 10:05 AM

ORDER NO. : 519526-005

CUSTOMER NO: 6808A

500003074695--7

CUSTOMER: Ms. Kristin Deering
Heller Financial, Inc.
16th Floor
500 West Monroe Street
Chicago, IL 60661

FOREIGN FILINGS

NAME: HHF1, INC.

5

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Carrie Vaught

99 DEC 20 AM 11:24

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

RECEIVED

99 DEC 20 AM 10:41

RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

B/K
12/20/99

**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. HHF1, 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. Applied For

(FEI number, if applicable)

4. 05/26/99

(Date of incorporation)

5. Perpetual

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

6. Upon Filing

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 500 West Monroe Street

Chicago, IL 60661

(Current mailing address)

A financial services company providing funds and services primarily to middle-market companies.

8. _____

(Purpose(s) of corporation authorized in home state or country to be carried out in 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)

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CORPORATIONS

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

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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SARASOTA COUNTY
CORPORATIONS
FILED

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

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

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. Kristin M. Deering, Secretary
(Typed or printed name and capacity of person signing application)

HHF1, Inc.

Director	Lauralee E. Martin	500 W. Monroe, Chicago, IL 60661
Director	James S. Jasionowski	500 W. Monroe, Chicago, IL 60661
President	Lauralee E. Martin	500 W. Monroe, Chicago, IL 60661
Executive Vice President	James S. Jasionowski	500 W. Monroe, Chicago, IL 60661
Treasurer	Kurt J. Roemer	500 W. Monroe, Chicago, IL 60661
Assistant Treasurer	Judith L. McCoy	500 W. Monroe, Chicago, IL 60661
Assistant Treasurer	Jean H. Heald	500 W. Monroe, Chicago, IL 60661
Secretary	Kristin M. Deering	500 W. Monroe, Chicago, IL 60661
Assistant Secretary	Barry Libkin	500 W. Monroe, Chicago, IL 60661
Assistant Secretary	Mary L. Riedesel	500 W. Monroe, Chicago, IL 60661

FILED
STATE OF ILLINOIS
DEPARTMENT OF CORPORATIONS
96 DEC 20
AM 11:24

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HHF1, 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 SIXTEENTH DAY OF DECEMBER, A. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED STATE
SECRETARY OF CORPORATIONS
99 DEC 20 PM 11:24



Edward J. Freel

Edward J. Freel, Secretary of State

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991543286

AUTHENTICATION: 0146408

DATE: 12-16-99