

F99000003863



ACCOUNT NO. : 072100000032

REFERENCE : 340053 4304369

AUTHORIZATION : =

COST LIMIT : \$ 43.75

Patricia Pizito

ORDER DATE : August 12, 1999

ORDER TIME : 3:37 PM

ORDER NO. : 340053-190

CUSTOMER NO: 4304369

300002962583--4

CUSTOMER: Ms. Inga Scheckel
Lord, Bissell & Brook
Suite 3500
115 South Lasalle Street
Chicago, IL 60603

FOREIGN FILINGS

NAME: MWE ACQUISITION CO.

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

FILED
99 AUG 17 PM 4:31
RECEIVED
99 AUG 17 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N.C.
C. COULLETTE AUG 18 1999

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

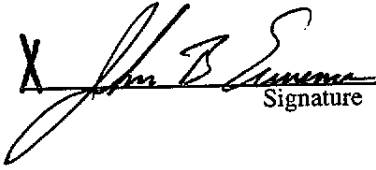
SECTION I
(1-3 MUST BE COMPLETED)

1. MWE Acquisition Co.
Name of corporation as it appears on the records of the Department of State.
2. Delaware
Incorporated under laws of
3. July 28, 1999
Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? July 30, 1999
5. Montgomery Ward Enterprises, Inc.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.
N/A
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
N/A
New Jurisdiction

FILED
99 AUG 17 PM 4:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

X 
Signature

August 2, 1999
Date

John B. Euwema
Typed or printed name

Senior Vice President
Title

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF MERGER, WHICH MERGES:

"MONTGOMERY WARD ENTERPRISES, INC.", A DELAWARE CORPORATION, WITH AND INTO "MWE ACQUISITION CO." UNDER THE NAME OF "MONTGOMERY WARD ENTERPRISES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF JULY, A.D. 1999, AT 4:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

3044637 8330

991323991



9905052

98-05-99

Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: