



THE UNITED STATES
CORPORATION
COMPANY

F99000004269

ACCOUNT NO. : 072100000032

REFERENCE : 345496 4321040

AUTHORIZATION :

Patricia Pignatelli

COST LIMIT : \$ 70.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 AUG 18 PM 2:21

ORDER DATE : August 18, 1999

ORDER TIME : 10:42 AM

ORDER NO. : 345496-005

CUSTOMER NO: 4321040

600002962976--7

CUSTOMER: Ms. Janet M. Melancon
Schiff Hardin & Waite
6600 Sears Tower
233 South Wacker Drive
Chicago, IL 60606-6473

FOREIGN FILINGS

NAME: LAC ACQUISITION CORP.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

8/18/99
RECEIVED
99 AUG 18 AM 11:26
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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:

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DIVISION
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PM 2:27

1. LAC Acquisition Corp.
(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. July 30, 1999
(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. 13680 NW 5th Street, Suite 200, Sunrise, Florida 33325
(Current mailing address)
8. See attached purpose clause
(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:
Name: CORPORATION SERVICE COMPANY
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(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.

Deborah D. Skipper
(Registered agent's signature) (Officer)
Deborah D. Skipper
as its agent
(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:

A. DIRECTORS

Chairman: Patrick L. Johnson

Address: 13680 NW 5th Street, Suite 200
Sunrise, Florida 33325

Vice Chairman: _____

Address: _____

Director: Joan R. Papadakis

Address: 13680 NW 5th Street, Suite 200
Sunrise, Florida 33325

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: Mark D. Snider

Address: 13680 NW 5th Street, Suite 200
Sunrise, Florida 33325

Secretary: Mark D. Snider

Address: 13680 NW 5th Street, Suite 200
Sunrise, Florida 33325

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CORPORATIONS
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Treasurer: Joan R. Papadakis

Address: 13680 NW 5th Street, Suite 200
Sunrise, Florida 33325

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

13.

M.D.S.N.
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Mark D. Snider, Vice President

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

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Purpose Clause of
LAC Acquisition Corp.**

To transact any or all lawful business for which corporation are
incorporated under the General Corporation Law of the State of Delaware
and premitted by the Florida Business Corporation Act, as amended.

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CT Advantage - Document Order Form

Order # : 0051846205 Confirmation # 0001209749

Client : Test Client (1234)
Matter : Test Matter (5678)

Ship To : janet melancon
Schiff, Hardin & Waite
7300 Sears Tower
Chicago, IL 60606-6473
Phone: (312) 258-4531 Fax: (312) 258-560

Date Needed : 8/17/1999
Mode : Fed Ex
Expedite : Yes
Date Ordered: 8/16/1999

Special Instructions:

Summary Of Documents To Order:

Target : LAC Acquisition Corp.
Domestic State Delaware

Status Certificate

Jurisdiction: Delaware
1 Certificate of Good Standing (Domestic)

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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 "LAC ACQUISITION CORP." 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 AUGUST, A.D. 1999.

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

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 AUG 18 PM 2:27



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

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AUTHENTICATION:

DATE:

08-16-99