



THE UNITED STATES
CORPORATION
COMPANY

F99000005839

ACCOUNT NO. : 072100000032

REFERENCE : 475677 4321040

AUTHORIZATION :

Patricia Piguet

COST LIMIT : \$ 70.00

ORDER DATE : November 9, 1999

ORDER TIME : 1:13 PM

ORDER NO. : 475677-005

500003041635--3

CUSTOMER NO: 4321040

CUSTOMER: Ms. Debra A. Millinowisch
Schiff Hardin & Waite
6600 Sears Tower
233 South Wacker Drive
Chicago, IL 60606-6473

FOREIGN FILINGS

NAME: SKD 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: Tamara Odom

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 NOV 10 PM 4:38

99 NOV 10 PM 3:11

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

RECEIVED

B/K 11/10/99

**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. SKD 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 3. Applied for
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 10/13/99 5. perpetual
(Date of incorporation) (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. 13680 NW 5th St., Suite 200, Sunrise, FL 33325
(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be organized.
(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.

Lama R. Pugh
(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: See Exhibit A attached hereto | _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See Exhibit A attached hereto | _____

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

14. Mark D. Snider, Vice President and Secretary
(Typed or printed name and capacity of person signing application)

EXHIBIT A**SKD ACQUISITION CORP.**

NAME	TITLE	ADDRESS
Patrick L. Johnson	Director & Chairman	13680 NW 5th Street Suite 200 Sunrise, FL 33325
Joan Papadakis	Director, Treasurer & Asst. Secretary	13680 NW 5th Street Suite 200 Sunrise, FL 33325
Mark D. Snider	Vice President & Asst. Secretary	13680 NW 5th Street Suite 200 Sunrise, FL 33325
Alan D. Dietrich	Secretary	125 South Dakota Avenue Suite 1100 Sioux Falls, SD 57104

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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 "SKD ACQUISITION CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS RECORDS OF THIS OFFICE SHOW, AS OF THE NINTH DAY OF NOVEMBER, A.D. 1999.

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DIVISION OF CORPORATIONS
99 NOV 10 PM 4:38



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

0072607

DATE:

11-09-99