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F99000006013

C T CORPORATION SYSTEM /Melanie Strickland

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

400003049534--1

-11/19/99--01041--025

*****70.00 *****70.00

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*****8.75 *****8.75

NES East Acquisition Corp.

99 NOV 19 PM 1:04

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

☒ Profit

☐ NonProfit

☒ Limited Liability Company

☒ Foreign

☐ Amendment

☐ Merger

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Fict. Filing

☐ Change of R.A.

☐ Limited Liability Partnership

☐ Fict. Filing Cancel

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Thanks, Melanie

NOV 19

BK1

**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. NES EAST 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. 36-4209300
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. February 3, 1998 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. 1603 Orrington Avenue, Suite 1600
Evanston, Illinois 60201
(Current mailing address)

8. --to engage in any or all activities permitted by the Florida Statutes--
(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: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(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.


(Registered agent's signature) **James M. Halpin, Asst. Secy.**

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)

~~REFER TO EXHIBIT A ATTACHED HERETO AND MADE A PART HEREOF~~

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SECRETARY OF CORPORATIONS
96 NOV 19 AM 1:04

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

Chairman: Kevin P. Rodgers

Address: 1603 Orrington Avenue, Suite 1600, Evanston, IL 60201

Vice Chairman: _____

Address: _____

Director: William C. Kessinger

Address: GTCR, 6100 Sears Tower, 233 South Wacker Drive
Chicago, IL 60606

Director: Carl D. Thoma

Address: Thoma Cressey, Sears Tower, 233 South Wacker Drive
44th Floor, Chicago, IL 60606

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

President: Kevin P. Rodgers

Address: 1603 Orrington Avenue, Suite 1600, Evanston, IL 60201

Vice President: Paul R. Ingersoll

Address: 1603 Orrington Avenue, Suite 1600, Evanston, IL 60201

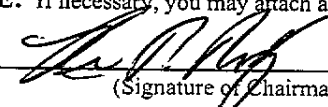
Secretary: Paul R. Ingersoll

Address: 1603 Orrington Avenue, Suite 1600, Evanston, IL 60201

Treasurer: Paul R. Ingersoll

Address: 1603 Orrington Avenue, Suite 1600, Evanston, IL 60201

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. Kevin P. Rogers, President
(Typed or printed name and capacity of person signing application)

FILED STATE
SECRETARY OF CORPORATIONS
NOV 19 PM 1:00

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NES EAST 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 TWENTY-SEVENTH DAY OF OCTOBER, A.D. 1999.

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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 NOV 19 PM 1:04

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

0049052

AUTHENTICATION:

10-27-99

DATE: