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DIVISION OF CORPORATIONS
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CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

000002074690--5
-01/31/97--01037--002
****285.00 ****285.00

CORPORATION(S) NAME

Heartland Holdings LLC

- | | | |
|---|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input checked="" type="checkbox"/> Limited Liability Co. | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Fictitious Name Filing |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> CUS | |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input checked="" type="checkbox"/> Pick Up |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | |
| <input type="checkbox"/> Mail Out | | |

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CR2E031 (1-89)

D. BROWN JAN 29 1997

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED
LIABILITY COMPANY**

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ARTICLE I - Name

The name of the Limited Liability Company is:

Heartland Holdings, L.L.C.

ARTICLE II - Address

The mailing address and, if different, the street address of the principal office of the Limited Liability Company is/are:

205 West Touhy Avenue
Park Ridge, Illinois 60068

ARTICLE III - Duration

The period of duration for the Limited Liability Company shall be:

December 31, 2047

ARTICLE IV - Management

(check and complete the appropriate statement)

/ / The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

/x/ The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

Michael S. McCarthy

205 West Touhy Avenue, Park Ridge, IL
60068

Edward Q. McCarthy

205 West Touhy Avenue, Park Ridge, IL
60068

ARTICLE V - Registered Agent

The name and street address of the initial registered agent of the Limited Liability Company is:

C T CORPORATION SYSTEM
1200 South Pine Island Road
Plantation, Florida 33324

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ARTICLE VI - Registered Office

The street address of the initial registered office of the Limited Liability Company is:

c/o C T CORPORATION SYSTEM
1200 South Pine Island Road
Plantation, Florida 33324

***ARTICLE VII - Admission of Additional Members**

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be: Upon the majority vote of the members and upon terms and conditions agreed to at the time of admission.

***ARTICLE VIII - Members' Rights to Continue Business**

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be: conditioned upon the majority vote of the remaining members.

January 28, 1997

(Date)

W. H. D. oney, Authorized Representative
(Signature of Member or the Authorized Representative of a Member)

REGISTERED AGENT ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated limited liability company at the address designated in this certificate pursuant to the provisions of section 608.415, Florida Statutes, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

C T CORPORATION SYSTEM

By Connie B...
(Signature)
SPECIAL ASSISTANT SECRETARY
(Type Name of Officer)

1/29/97
(Date)

(Title of officer)

*(If applicable)

(FLA. - LLC 3207)

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

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The undersigned member or authorized representative of a member of _____

Heartland Holdings, L.L.C.

deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 1,000.
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ -0-.
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ -0-.
- 5) the total amount of 2, 3, and 4 is \$ 1,000.



Authorized Representative

Signature of a member or authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the
execution of this affidavit constitutes an affirmation under the
penalties of perjury that the facts stated herein are true.)