

M010000000613
TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Wheaton Investment Company, L.L.C.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

John M. Mulherin
(Name of Person)
Mulherin, Rehfeldt & Varchetto, P.C.
(Firm/Company)
211 S. Wheaton Ave., Ste. 200
(Address)
Wheaton, IL 60187
(City/State and Zip code)

FILED
01 MAR 21 PM 1:36
TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

John M. Mulherin at (630) 653-9300
(Name of Person) (Area Code & Daytime Telephone Number)

500003634185--2
-02/05/01--01156--005
*****78.75 *****78.75

500003634185--2
-03/21/01--01080--017
*****46.25 *****46.25

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

50



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 6, 2001

JOHN M. MULHERIN
MULHERIN REHFELDT & VARCHETTO PC
211 S WHEATON AVE STE 200
WHEATON, IL 60187

SUBJECT: WHEATON INVESTMENT COMPANY, L.L.C.
Ref. Number: W01000002878

We have received your document for WHEATON INVESTMENT COMPANY, L.L.C. and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$46.25. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

We are enclosing the proper form(s) with instructions for your convenience.

Unfortunately, the enclosed certified copy does not meet our filing requirements. We require a certificate of existence, which usually consists of a single sheet of paper and clearly reflects the entity is a valid entity in its home state/country. You can obtain the certificate of existence from the same office that provided you with the certified copy.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6043.

Shawn Logan
Document Specialist

Letter Number: 001A00007331

FILED
01 MAR 21 PM 1:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Wheaton Investment Company, L.L.C.
(Name of foreign limited liability company)

2. Delaware 3. 36-4416040
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. January 17, 2001 5. 12/31/2031
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. March 1, 2001
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 208 Wheaton Avenue
Yorkville, Illinois
(Street address of principal office)

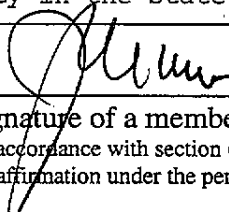
8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:

- Jeffrey B. Brown, 204 Wheaton Avenue, Yorkville, Illinois
- Ralph L. Wheaton, IV, 5600 Collins Avenue #9K, Miami Beach, FL 33190
- Ann Wheaton Wanzenberg, 3S560 West St., Warrenville, IL 60555

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Ownership
of real property in the State of Florida


Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)
John M. Mulherin

Typed or printed name of signee

FILED
01 MAR 21 PM 1:36
TALLAHASSEE FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Wheaton Investment Company, L. L. C.

2. The name and the Florida street address of the registered agent and office are:

Ralph L. Wheaton, IV.

(Name)

5600 Collins Avenue #9K

Florida street address (P.O. Box NOT ACCEPTABLE)

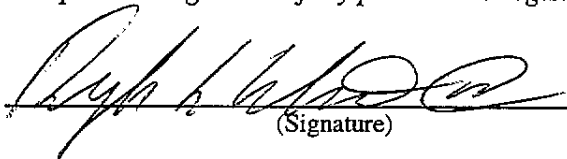
Miami Beach

FL

33140

City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 as provided for in Chapter 608, F.S..


(Signature)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 MAR 21 PM 1:36

FILED

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WHEATON INVESTMENT COMPANY, L.L.C." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-THIRD DAY OF FEBRUARY, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "WHEATON INVESTMENT COMPANY, L.L.C." WAS FORMED ON THE SEVENTEENTH DAY OF JANUARY, A.D. 2001.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 0986391

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DATE: 02-23-01