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ACCOUNT NO. : 072100000032 '

REFERENCE

134695

4304369

AUTHORIZATION

COST LIMIT : \$ 125.00

ORDER DATE: May 1, 2001

ORDER TIME : 9:20 AM

ORDER NO. : 134695-005

CUSTOMER NO: 4304369

CORPORATION

CUSTOMER: Ms. Inga Scheckel

Lord, Bissell & Brook

Suite 3500

115 South Lasalle Street

Chicago, IL 60603

FOREIGN FILINGS

NAME: 3-D DISTRIBUTION, LLC

300004131703--0

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED COPY _ _ PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 1156

EXAMINER:

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT 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: 3-D Distribution, LLC (Name of foreign limited liability company) Delaware 3. Applied for [Unrisdiction under the law of which foreign limited liability] (FEI n (FEI number, if applicable) company is organized) 5. Perpetual 4 April 16, 2001 (Duration: Year limited liability company will cease to (Date of Organization) exist or "perpetual") 6. Upon qualification (Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.) 7. 507 N. New York Ave. (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: Members: Fernando L. Sabino, 507 N. New York Ave., Winter Park, FL 32789 Robert Lansing, 1 Saddlebrook, Quincy, IL 62301 Karen Kamperman, 130 Farber Lane, Williamsville, NY 14221 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: Distribution services 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.)

Typed or printed name of signee

Fernando L. Sabino, Member

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:
_	3-D Distribution, LLC
2.	The name and the Florida street address of the registered agent and office are:
	Corporation Service Company (Name)
	Florida street address (P.O. Box NOT ACCEPTABLE)
	Tallahassee FL 32301 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..

by: Margaret Pile, Asst Secretary

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

FILED

OI MAY -2 AMIO: 20

SECRETARY OF STATE

State of Delaware Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "3-D DISTRIBUTION, LLC" 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 SIXTEENTH DAY OF APRIL, A.D. 2001.

OI MAY -2 AM IO: 20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Darriet Smith Windsor, Secretary of State

AUTHENTICATION: 1082436

DATE: 04-16-01

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