

Document Number Only

M97000000222

400002158044---0
-04/23/97--01050--018
*****127.50 *****127.50

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

CORPORATION(S) NAME

400002158044---0
-04/23/97--01050--018
*****12.50 *****12.50

The Kaleidoscope Group, L.L.C.

400002158044---0
-04/23/97--01050--020
*****105.00 *****105.00

☐ Profit

☐ NonProfit

☒ Limited Liability Company

☒ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☐ Merger

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☐ Certified Copy

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Other

☐ Change of R.A.

☐ Fictitious Name

☐ CUS

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Call if Problem

☐ Will Wait

☐ After 4:30

☒ Pick Up

| |
|-------------------|
| Name |
| Availability |
| Document Examiner |
| Updater |
| Verifier |
| Acknowledgment |
| W.P. Verifier |

CR2E031 (1-89)

PLEASE RETURN EXTRA COPY(S)
FILE STAMPED

4/24/97

FILED _____
R. AGENT FEE _____
S. COPY _____
TOTAL _____
N. BANK _____
BALANCE DUE _____
REFUND _____

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:

FILED
STATE
SECRETARY OF
CORPORATIONS
97 APR 21
PM 1:41

1. The Kaleidoscope Group, L.L.C.
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. Illinois
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 36-4133997
(FEI number, if applicable)
4. February 14, 1997
(Date of Organization)
5. 2047
(Duration: Year limited liability company will cease to exist or "perpetual")
6. February 14, 1997
(Date first transacted business in Florida.)
7. 850 W. Jackson Blvd., Suite 320
Chicago, Illinois 60607
(Street address of principal office)
8. C T CORPORATION SYSTEM
(Name of the registered agent of foreign limited liability company)
9. c/o C T CORPORATION SYSTEM, 1200 South Pine Island Road,
Plantation, Florida 33324
(Florida registered office address)
10. Name(s), title, and business address(es) of managing member(s) [MGRM] or manager(s) [MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

| | |
|---|---|
| <u>Charles DuBois Douglass Young (MGRM)</u> | <u>850 W. Jackson Blvd., #320</u> <u>Chicago, Illinois 60607</u> |
| <u>Jeannine Carter (MGRM)</u> | <u>850 W. Jackson Blvd., #320</u> <u>Chicago, Illinois 60607</u> |
| <u>Joseph Douglas Harris (MGRM)</u> | <u>850 W. Jackson Blvd., #320</u> <u>Chicago, Illinois 60607</u> |

March 20, 1997

(Date)

[Signature]
(Signature of a Member or Authorized Representative of a member)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 24 PM 1:41

REGISTERED AGENT ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated foreign limited liability company at the place designated in this certificate pursuant to the provisions of section 608.507, 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: [Signature]

(Signature)

4/8/97
(Date)

Jeffery L Graves

(Type Name of Officer)

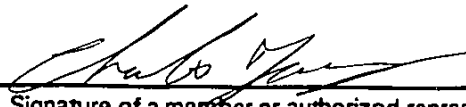
Assistant Secretary
(Title of Officer)

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 24 PM 1:41

The undersigned member or authorized representative of a member of The
Kaleidoscope Group, 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 \$ 93,870
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ 42,000 . A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is
\$ 135,870 . This total includes amounts from 2 and 3 above.



Charles Young, Member
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.)

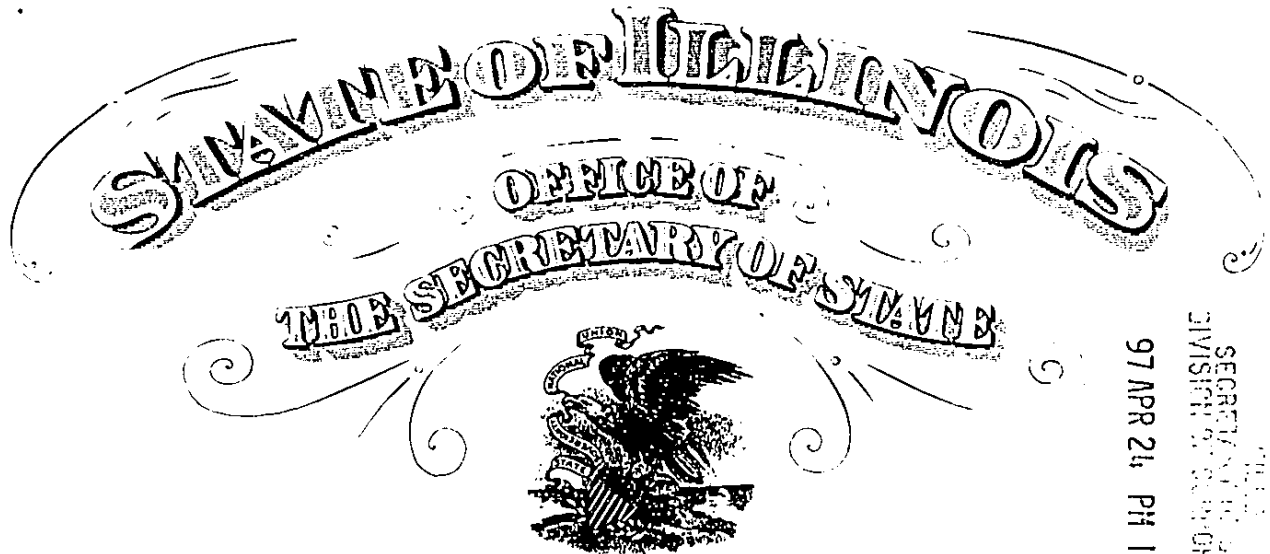
Filing Fee: \$ 52.50 for Affidavit

ATTACHMENT TO AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
OF FOREIGN LIMITED LIABILITY COMPANY

1. \$12,000 of the \$42,000 of property listed at item 3 consists of computer equipment.
2. \$30,000 of the \$42,000 of property listed at item 3 consists of promissory notes having an aggregate principal balance of \$30,000.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 21, PM 1:41

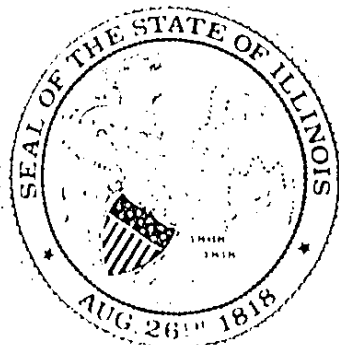
File Number 0010416-7



To all to whom these Presents Shall Come, Greeting:

*I, George H. Ryan, Secretary of State of the State of Illinois,
do hereby certify that*

THE KALEIDOSCOPE GROUP, L.L.C.,
HAVING ORGANIZED IN THE STATE OF ILLINOIS ON FEBRUARY 14, 1997,
APPEARS TO HAVE COMPLIED WITH ALL PROVISIONS OF THE LIMITED
LIABILITY COMPANY ACT OF THIS STATE RELATING TO THE FILING
OF THE ARTICLES AND PAYMENT, AND IS ORGANIZED TO TRANSACT
BUSINESS IN THE STATE OF ILLINOIS.



In Testimony Whereof, *I hereto set
my hand and cause to be affixed the Great Seal of
the State of Illinois this* _____ **8TH**
day of _____ **APRIL** *A.D. 19* **97**

George H Ryan

SECRETARY OF STATE